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MARVEL MASTERWORKS®
THE AMAZING SPIDER-MAN®
VOLUME 14

THE AMAZING SPIDER-MAN Nos. 132-142
& GIANT-SIZE SUPER-HEROES No. 1
GERRY CONWAY & ROSS ANDRU

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

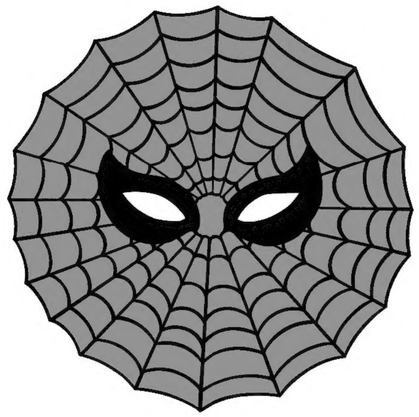
VOLUME 14

COLLECTING

THE AMAZING SPIDER-MAN Nos. 132-142

& GIANT-SIZE SUPER-HEROES No. 1

GERRY CONWAY • ROSS ANDRU



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MARVEL MASTERWORKS
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TELLING STORIES
BY GERRY CONWAY

For a lot of reasons the book you're holding represents some of my favorite work on *The Amazing Spider-Man* during the early 1970s.

One of those reasons is a man named Ross Andru.

Talk to almost any writer who was privileged to collaborate with Ross and you'll hear nothing but praise for his talent both as a storyteller and as a creator of explosive action scenes. Ross's ability to track a fight sequence across a realistically designed landscape, and never leave the reader confused about what was happening, to whom, and where, was unparalleled. Take a look at the fight between Spidey and Molten Man aboard and outside a subway train in issue #133, or the shipboard battle between our web-slinger and the Tarantula in issue #134—these are classically well-designed set pieces of super hero action, practically a template for any artist who wants to know how to use setting and POV to create suspense and a sense of dynamic movement.

Going beyond action, Ross was also a terrific stage manager of dramatic, character-based sequences. Look at the scene between J. Jonah Jameson and Spider-Man in issue #140, as Ross uses a bit of business with Jonah's cigar at the bottom of one page to set up a payoff in the flashback on the following page. And in the following issue, #141, Ross turns a simple walk-and-talk with Peter and Mary Jane into a gentle interlude, showing us by the way he designs the page (from full shot of Mary Jane, seen partially from Peter's POV, to two-shot of Peter and MJ, and a gradual expansion of the frame to reveal them alone at the center of their own private world) the growing closeness of these troubled lovers.

Another of Ross's strengths on *Amazing Spider-Man* was his ability to place Spidey in a city that was clearly and specifically New York.

Of course, Spider-Man had always been officially *in* New York, but until Ross came on the book, with a few exceptions, the New York City in *Amazing Spider-Man* looked like a typically generic comic book city. Tall buildings, a few nondescript bridges, bland rooftops and unremarkable alleyways. Ross, who had a passion for visual reference, and was pretty handy with a camera, made it his business to place Spidey in and above real locations around the city. (Something that got Marvel into a little bit of legal trouble when the owner of the house Ross used as a visual reference for the home of the Mindworm in issue #138 complained that neighborhood kids were hanging around hoping to catch a glimpse of the guy with the oversized brain.) Ross even went on the roof of the apartment building where I was living on Manhattan's west side to shoot reference photos for some scenes of web-swinging in the story we were working on at the time.

And something else about Ross that made this one of my favorite periods writing about Peter Parker and his misadventures as New York's ever-popular wall-crawler:

Ross was a really, really sweet guy.

In a business that has always had its share of outrageous egotists, neurotic misanthropes, annoying geeks, and people like me who manage to be all three, Ross was a genuinely modest, sweet man, who wanted only to do the best possible work he could, and was probably never quite satisfied that he'd met his own expectations.

Which makes it all the more unfair that despite his very real contribution to the success of Spider-Man in the 1970s, Ross Andru is almost forgotten today as one of the character's defining artists.

Ask most fans today who are the most important artists to have worked on Spider-Man and you'll undoubtedly hear some familiar (and deserving) names:

Steve Ditko, of course.

John Romita (and John Romita, Jr.).

Todd McFarlane.

Mark Bagley.

Sadly, Ross Andru rarely makes that list, and I think I know why.

His art was…cartoony.

For all his strengths as a storyteller, for all his efforts to make Spidey's surroundings authentic, Ross was a cartoonist at a time when technical ability as a draftsman was beginning to become more important to fans than an artist's skill at creating memorable visual sequences. Comic book art styles in the early and mid-1970s were moving away from Jack Kirby and toward Neal Adams. Away from cartoon expressionism and toward dramatic realism. Some artists were able to successfully straddle both approaches (John Byrne and George Perez come to mind) but others ended up moving to one extreme or the other. Ross was at the cartoony end of the spectrum at a time when general tastes were moving in the other direction.

And so, he's something of a forgotten man.

I hope this volume might go some distance toward correcting that injustice.

* * *

Ross Andru isn't the only reason I look back on this part of my Spider-Man run as fondly as I do.

My first year writing *Amazing Spider-Man*, I was in learning mode—trying to take in what John Romita was teaching me about character and storytelling, trying to find my own voice as Spidey's writer separate from Stan's, trying to work out what sort of stories I could tell, and what stories I *wanted* to tell.

My second year, well, two words: Gwen Stacy.

Yeah, *that* happened.

But by issue #132, where this present volume starts, I felt as if I'd finally begun to hit my stride.

These stories, if I may say so with no false modesty, are pretty well-balanced in terms of character-specific storytelling and super hero action. I also feel fairly happy with the development of the long-term story arc involving the Jackal and his master plan (which will come to fruition in the next *Marvel Masterworks* volume devoted to Spider-Man). All things considered, I think these stories work pretty well, given the style of stories we were telling back in those long-lost days.

I also have some personal reasons for liking this run.

In various interviews (and other introductions) I've talked about the fact that elements of my life as a young adult found expression in Peter Parker's experiences. Some of that cross-fertilization appears here.

Peter finds himself homeless for a time and ends up bunking with a friend in the middle of nowhere while trying to regroup—that happened to me.

Peter's experience renting an apartment in New York "with a river view"—that happened to me.

Peter meeting an attractive new neighbor who happens to be a statuesque African-American—well, her name wasn't Gloria Grant, but she was my neighbor while I shared an apartment with Len Wein.

Peter returning to college after an absence and finding it hard to balance his professional responsibilities with his education—happened to me.

Peter losing one love and finding another—like almost everyone else that age, it happened to me. (Though the girl I lost didn't plunge off a bridge.)

Peter becoming more confident in his professional skills and asserting himself in a desire to be taken seriously—it happened to me.

* * *

Some final elements that make me fond of this sequence of stories:

Harry Osborn taking on his father's madness and becoming the Green Goblin (a storyline used in the second and third Sam Rami Spider-Man movies);

the return of the Punisher and the continuing Jackal story arc;

Mary Jane Watson's growth from party girl to potential partner for Peter;

the return of Liz Allen;

the first appearance of the Tarantula;

Molten Man redux (I don't know why but I've always liked that guy);

more about the Man-Wolf and Jonah Jameson's (barely) human side;

and many other story lines involving other subsidiary characters weaving back and forth through the main arc.

Spider-Man in the 1970s was still a relatively new creation, only a little more than ten years old. (To put that in perspective for the newer readers among you, *Ultimate Spider-Man* today is just about as old a book now as *Amazing Spider-Man* was in 1974.)

While Gwen Stacy is dead and buried, Mary Jane and Peter are still not a sure thing.

The Clone Saga hasn't yet begun to unspool (though the setup for it begins in these pages).

Alien symbiotes are almost a decade away.

Peter Parker is still in school.

There have been no Secret Wars, no Civil Wars, no Secret Invasions.

The Marvel Universe is still a relatively simple place.

And the only Brand New Day is the one you're about to (re)experience on the following pages...

* * *

I hope you have as much fun reading what comes next as Ross and I had creating it.

2012

SPIDER-MAN

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the AMAZING SPIDER-MAN®

TM

NO ONE STANDS IN THE MOLTEN MAN'S WAY! NO ONE!

HE'S STRONGER --DEADLIER THAN EVER!

THE MOLTEN MAN STRIKES AGAIN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE MASTER PLAN OF THE ...

WINTER IN NEW YORK: THERE'S A CERTAIN CLAMMY **CHILL** IN THE EVENING AIR, A WINDY **BITE** THAT CAN EAT THROUGH THE **WARMEST** CLOTHING--

--EVEN THE SKIN-TIGHT COSTUME--OF **SPIDER-MAN!**

TERRIFIC. JUST WHEN THINGS SEEM TO BE GOING **WELL** FOR ME AGAIN--

--I HAVE TO COME DOWN WITH A BLASTED **COLD!**

WITH MY LUCK, IT'LL PROBABLY TURN INTO **PNEUMONIA!**

A WACKY WALK INTO **WONDERMENT** WITH:

GERRY CONWAY *SCRIPTER* * JOHNNY ROMITA & PAUL REINMAN *ARTISTS* * TONY MORTELLARO *ART ASSIST* * ARTIE SIMEK, *LETTERER* * P. GOLDBERG, *COLORIST* * ROY THOMAS *EDITOR*

SAY, LISTEN TO *ME:* I'VE FINALLY GOTTEN THINGS WORKED OUT WITH *AUNT MAY--*

--JOHNNY STORM HAS FINALLY FINISHED THAT AWFUL SPIDER-MOBILE--

--*AND* I'VE PUT DOC OCK OUT OF COMMISSION FOR *GOOD**--

AND ALL I CAN THINK ABOUT IS A CRUMMY *COLD!*

*IT ALL HAPPENED LAST ISSUE, MARVELITE. --RT.

SOMETIMES I WONDER IF I DON'T *LOOK* FOR TROUBLE. MAYBE IF I JUST--*HUH?*

NOW WHAT ARE A PAIR OF NEW YORK'S FINEST DOING AT THE *MUSEUM OF NATURAL HISTORY?*

AHA...THE PLOT *THICKENS.*

WHO'D BE LOONEY ENOUGH TO STEAL A *TYRANNOSAURUS REX?*

LOOKS LIKE SOMEBODY *BROKE IN*...WHICH LEADS US TO *ANOTHER* INTERESTING QUESTION...

THINK HE'S STILL *IN* THERE, FRED?

NOT A *CHANCE.* THIS DOOR'S BEEN SMASHED OUT FROM THE *INSIDE.*

WHOEVER *DID* IT IS LONG *GONE.*

GUESS THOSE TWO COPS MUST'VE SEEN THE BROKEN DOOR AS THEY WERE *PASSING BY...*

...AND IT'S A *CINCH* THEY DON'T KNOW ABOUT *THIS...!*

I'D LAY *ODDS* THIS IS HOW THE THIEF GOT *INTO* THE MUSEUM.

FUNNY... THE GLASS AND METAL IS ALL *SCORCHED,* MELTED BY SOME GREAT *HEAT.*

HMMM...

NOW CAN YOU BEAT *THAT?* A FULL SET OF ORIENTAL *JEWELS* IN THE NEXT CASE--

--AND THE GUY WHO BROKE IN HERE JUST STEALS A COUPLE'A *ROCKS.*

NOT JUST *ANY* ROCKS, FRED.

SOME KINDA *METEOR* REMNANTS, ACCORDING TO THIS *SIGN.*

HEY-- LOOKIT *THIS--*

THERE'S SOME SORT OF *METAL* ALL OVER THE GLASS--LIKE *SOLDER.* AND THE *FLOOR*--

WHO'D GO AROUND BURNING *FOOT-PRINTS* INTO A SOLID MARBLE *FLOOR?*

CURIOUSER AND *CURIOUSER,* AS A GIRL NAMED *ALICE* ONCE SAID.

YOU'VE GOT YOURSELVES A REGULAR *MYSTERY,* FELLAS...

...AND IT MAY BE *I'VE* GOT SOME OF THE ANSWERS.

FIRST, THOUGH, I'D BETTER CHECK OUT SOMETHING I SAW IN *FRONT* OF THE BUILDING.

I COULD BE *WRONG,* BUT--

MORE FOOTPRINTS! THERE'S NO *DOUBT* ABOUT IT...ONLY *ONE MAN* COULD HAVE DONE SOMETHING LIKE THIS...

...BUT AS FAR AS *I* KNOW, HE'S SAFELY BEHIND *BARS!*

I WONDER IF HE COULD'VE *ESCAPED?* IT'S HAPPENED *BEFORE*-- LORD KNOWS, IT'S HAPPENED BEFORE.

MAYBE I SHOULD-- *UH-OH!*

FRED, *LOOK!* IT'S *SPIDER-MAN!*

WE SHOULD'VE *KNOWN* HE'D BE BEHIND THIS--JONAH JAMESON ALWAYS *SAID* HE WAS A *PUBLIC MENACE!*

POW!

KPAK!

SHUT UP AND *SHOOT!*

IF WE LET HIM GET *AWAY,* THE COMMISSIONER WILL HAVE OUR *HIDES!*

LOOKS LIKE YOUR BOSS WILL HAVE HIS POUND OF *FLESH,* FELLAS.

'CAUSE IF YOU THINK OLD SPIDEY'S GOING TO PLAY *SITTING DUCK* FOR A PAIR OF MISUNDERSTAND-ING *FLAT-FOOTS*--

BUDDIES, YOU'RE *DEAD WRONG!*

SOON, HIGH OVER THE UPPER EAST SIDE, IN THAT SECTION OF MANHATTAN WHERE PETER PARKER SHARES AN APARTMENT WITH HARRY OSBORN...

FUNNY...THE WAY THINGS ARE GOING WITH HARRY AND ME, I CAN'T EVEN SLIP INTO MY ROOM UNNOTICED ANYMORE.

I KEEP GETTING THE FEELING I'M BEING WATCHED--AND SINCE THE ONE THING I DON'T NEED IS A HARRY WHO KNOWS MY ALTER EGO--

--I FIND MYSELF CHANGING TO PETER PARKER IN ALLEYS AND ROOFTOPS TWO OR THREE BLOCKS FROM WHERE I LIVE!

AND IN WEATHER LIKE THIS--CHANGES LIKE THAT CAN BE MURDER!

OUCH, MY ACHING TOOTSIES!

LOST IN HIS OWN THOUGHTS, PETER WALKS THE THREE BLOCKS ALONG LEXINGTON AVENUE TO HIS APARTMENT BUILDING BY INSTINCT...

...AND SO HE DOESN'T SEE THE MYSTERIOUS FEMALE FIGURE APPROACHING HIM...

...NOR DOES HE HEAR HER SHARP, SUDDEN GASP OF RECOGNITION!

SO MUCH FOR THE PROLOGUE. ACT ONE BEGINS...NOW:

THE LOWER WEST SIDE, OFF NINTH AVENUE:

A TIME-WORN TENEMENT, SCENE OF MANY WEARY DEATHS, HOME OF A HUNDRED TIRED NIGHTMARES--

--BUT NOW THE LOCATION OF ANOTHER KIND OF CONFRONTATION, AS--

GET OUT! DO YOU HEAR ME?

HERE, NOW--

GET OUT OF MY ROOM!

WHAT SORT OF LINE IS THAT? WHOSE HOTEL IS THIS ANYWAY?

A BODY TRIES TO KEEP A PLACE CLEAN, AND THE NEXT THING YOU KNOW, EVERYONE'S TRYIN' TO BE PRIVATE. I NEVER--

WOMAN, I'VE PAID YOU QUITE *WELL* FOR THE PRIVILEGE OF RENTING A *ROOM* IN THIS FLEABAG--

AT THE VERY *LEAST*, I EXPECT TO KEEP MY BUSINESS TO *MYSELF*--

--AND NOT HAVE A MEDDLING OLD *FOOL* POP UP WHENEVER I'M *AWAY*.

NOW SEE *HERE*, MR. RAXTON--

NO, YOU OLD *HAG*-- IT'S TIME *YOU* LISTENED. IF I EVER CATCH YOU IN MY ROOM *AGAIN*-- FOR *WHATEVER* REASON--

--I'LL SEE TO IT THIS FIRE-TRAP IS BURNED TO THE *GROUND*!

I'M *SERIOUS*, WOMAN--

--*DEAD* SERIOUS.

I WILL NOT BE *DISTURBED*!

HAVE IT *YOUR* WAY, THEN.

YOU CAN LIVE IN *DIRT* FOR ALL *I* CARE!

BUT, AFTER THE FURY-REDDENED MR. RAXTON HAS SLAMMED HIS PLYWOOD *DOOR*...

...THE WOMAN HE SO RUDELY ADDRESSED TURNS TO A NEARBY *PHONE*, AND...

HELLO... IS THIS THE *DAILY BUGLE*?

I'D LIKE TO SPEAK TO ONE OF YOUR *REPORTERS*.

I'VE SOMETHING THAT MIGHT *INTEREST* HIM-- YES, YES, *INDEED*!

*END ACT ONE, SCENE ONE: NOW IT'S TIME FOR **SCENE TWO**, WHICH TAKES UP WHERE THE PROLOGUE LEFT OFF, AS...*

PETER...PETER, IS IT *YOU*?

HUH? I'M SORRY, I DON'T-- *WAITA-MINNUT*!

IT *CAN'T* BE-- IT CAN'T *REALLY* BE--

LIZ ALLEN!

BUT--THE LAST TIME I SAW YOU WAS WHEN WE GRADUATED *HIGH SCHOOL*!* WHAT ARE YOU *DOING* HERE--? *HOW*--?

CAN I TALK TO YOU, PETER? IT'S A MATTER OF LIFE--AND *DEATH*!

AND ONCE ON A **STREET A FEW MONTHS LATER-- BUT THAT WAS BACK IN SPIDEY #30! --ROY.*

SOON...

YOU *KNOW* SOMETHING, LIZ? YOU HAVEN'T CHANGED A *BIT* FROM THE DAYS WHEN FLASH THOMPSON AND I FOUGHT OVER YOU--

NOT A *BIT*.

BUT I *HAVE* CHANGED, PETER...

AND... I'M *FRIGHTENED* BY IT...

FRIGHTENED? OF *WHAT?*

SOMETHING'S *HAPPENED,* PETE. IT'S CONNECTED TO THE REASON WHY I BROKE *OFF* WITH YOU--AND IT *PETRIFIES* ME.

I HAD TO FIND SOMEONE I COULD *DEPEND* ON--SOMEONE WHO *UNDERSTOOD* ME, WHO--

EASY.

COME ON... YOU LOOK LIKE YOU NEED SOME *REST.*

A LITTLE WHILE *LATER,* IN A BUILDING SOME BLOCKS *DISTANT...*

MARY JANE...?

SURE. I KNOW YOU TWO NEVER GOT *ALONG--*

--BUT WHEN THE CHIPS ARE DOWN, SHE'S A REAL *FRIEND,* LIZ.

PETER! WHAT'RE *YOU* DOING--HUNH?

LIZ?

MIND IF WE DROP IN, MJ? LIZ IS OUT ON HER *FEET.*

WHAT? OH, SURE. *SURE!*

HEY...YOU WEREN'T *KIDDING.* SHE'S OUT LIKE THE PROVERBIAL *LIGHT!*

I'M *WORRIED* ABOUT HER, MJ. SHE DOESN'T LOOK WELL AT *ALL.*

LOOK AT HER *EYES...* SHE HASN'T SLEPT IN *DAYS.*

AND THE WAY SHE WAS TALKING *BEFORE*--SHE ALMOST WENT INTO *HYSTERICS!*

LIZ ALLEN. *FAR OUT.*

IT'S BEEN A LONG TIME SINCE *SHE* SHOWED UP, TIGER.

LONGER THAN YOU *KNOW,* MS. WATSON.

LONGER THAN YOU CAN *EVER* KNOW!

*WITH A SNAP LIKE A RELEASED **RUBBER BAND,** PETER'S MIND FLASHES **BACKWARD** IN TIME--*

*--TO THOSE DAYS **BEFORE** HE WAS BITTEN BY A RADIOACTIVE SPIDER, **BEFORE** HE BECAME SPIDER-MAN, TO THE DAYS WHEN HE WAS ONLY MILD **PETER PARKER**--*

*--A HIGH-SCHOOL STUDENT WITH A **CRUSH** ON A DAZZLING BLONDE NAMED--*

LIZ ALLEN!

*THE YEARS PASS THROUGH HIS MEMORY LIKE SO MANY FALLING **LEAVES:** HIS RIVALRY WITH FLASH, HIS QUIET **FEAR** AT HAVING HIS FEELINGS **EXPOSED...***

*...A FEAR FAMILIAR TO **ANY** TEENAGER...*

*...A FEAR SEEMINGLY **SILLY** TO THE ALMOST-ADULT COLLEGE STUDENT CALLED **PETER PARKER.***

YES, HE **REMEMBERS** LIZ ALLEN... JUST AS HE REMEMBERS THE DAY SHE SAID **GOODBYE...**

...THE DAY SHE WALKED OUT OF HIS **LIFE...**

...SEEMINGLY **FOREVER.**

YOU'LL TAKE **CARE** OF HER, WON'T YOU, MJ.?

WHAT DO YOU **THINK** I'M GOING TO DO, PETEY.?

WAIT TILL YOU LEAVE, THEN THROW HER **OUT.?**

WHY DON'T YOU COME BACK **TOMORROW.?** MAYBE SHE'LL BE ABLE TO TALK TO **BOTH** OF US THEN.

SO MUCH FOR SCENE TWO, ACT ONE. LET'S TAKE OUR **LEAVE** OF PETER AS HE HEADS DOWNTOWN--AND **JUMPCUT** TO HIS INTENDED DESTINATION--

PAPERS

--THE OFFICES OF **THE DAILY BUGLE,** WHERE WE PICK UP THIS **LAST** SCENE AT THE CLOSE OF OUR FIRST **ACT:**

...SHELTON HOTEL, OFF **NINTH AVENUE?** THANKS, MISS.

I'LL BE THERE IN **TEN MINUTES.**

SOMETHING **UP,** NED?

COULD BE, ROBBIE. SOME WOMAN IN A HOTEL ON THE WEST SIDE CLAIMS THERE'S A **THIEF** LIVING IN HER BUILDING.

I'M OFF TO CHECK IT OUT--IF IT'S OKAY WITH **YOU.**

I'M ONLY A LOWLY **CITY EDITOR,** SON.

JUST LEAVE THE **ADDRESS** AND **GIT.**

FOR THE SAKE OF **EXPEDIENCY,** WE'LL SKIP OVER NED LEEDS' CROSSTOWN **CAB-RIDE...**

INSTEAD, WE'LL PICK HIM UP AT THE LAST **MOMENT** OF ACT ONE, AS...

PRETTY **SLEAZY** LOOKING PLACE. I'LL LAY ODDS THAT OLD LADY JUST WANTED SOME **PUBLICITY,** AND IF THAT'S--

GOOD LORD!

BAROOM!

CURTAIN.
ACT TWO BEGINS ON THE PAGE FOLLOWING.

OKAY, YOU'VE SEEN THE PROLOGUE, YOU'VE SEEN ACT ONE...NOW IT'S TIME TO LIFT THE CURTAIN ON... ACT TWO:

WITHIN THE SMOKING REMAINS OF THE ROOM RENTED TO THE MAN NAMED RAXTON, A SHUFFLING FIGURE MOVES...

FAILED... FAILED AGAIN.

THERE'S NO HOPE... I'M DOOMED...

...I'LL REMAIN THIS HIDEOUS MONSTROSITY... FOREVER!

A HAND TOUCHES THE DOOR JAMB-- AND WOOD SIZZLES!

A FOOT PRESSES THE FLOOR-- AND THE LINOLEUM BURNS.

AND IF YOU'VE ANY DOUBTS ABOUT THE IDENTITY OF THE MYSTERIOUS MR. RAXTON, FRANTIC ONE --MAYBE YOU'D BETTER MOVE BACK TO GO!

THE WOMAN WHO CALLED ME WARNED THAT THIS THIEF OF HERS HAD SOME SORT OF LAB SET-UP!

TWO WILL GET YOU ONE THE EXPLOSION CAME FROM HIS ROOM--

--THAT ROOM UP AHEAD! WAIT...I HEARD SOMEONE MOAN! WHO....?

TOO DARK TO SEE CLEARLY... ALL THIS SMOKE CUTTING DOWN MY VISION, TOO.

SMELLS LIKE A BLASTING FURNACE IN HERE. WHAT KIND OF--

OOOOHH

THAT MOAN AGAIN.

IT'S THE WOMAN WHO CALLED ME-- I'M SURE OF IT.

SHE JUST SEEMS TO BE STUNNED. I WONDER IF--

YOU! WHAT ARE YOU DOING HERE?

YOU KEEP HAUNTING ME-- MOCKING ME--

--AND BECAUSE OF THAT, YOU MUST DIE!

AT THAT MOMENT, BACK WITH OUR HERO...

...YOU WANT PICTURES OF SOME TENEMENT, ROBBIE? ARE YOU KIDDING?

NO, SON...THIS MIGHT JUST TURN INTO SOMETHING.

NED IS INVESTIGATING A TIP ON THE PLACE NOW.

SOMETHING TO DO WITH A THIEF--YOU KNOW THE DRILL.

BESIDES--SINCE WHEN DOES A FREE-LANCE PHOTOG TURN DOWN AN ASSIGNMENT?

SINCE NEVER, ROBBIE.

OKAY, BETTY--GIVE ME THE ADDRESS. I'LL GET RIGHT ON IT.

A-G

JUST MY LUCK. I DROP IN TO CHECK OUT THE BUGLE'S MORGUE ON A CERTAIN VILLAIN I ONCE FOUGHT--

--AND INSTEAD OF GETTING THE INFO, I GET A DUMB JOB.

IF I DIDN'T NEED THE EXTRA CASH, I'D TURN IT DOWN--

--BUT IF THERE'S ONE THING THE OLD WEB-SLINGER ALWAYS NEEDS, IT'S RENT MONEY!

LOOKS LIKE THE POLICE WILL HAVE TO SOLVE THEIR MUSEUM-ROBBER ON THEIR OWN...

...'CAUSE SPIDEY'S OFF TO MAKE SOME BREAD...AND IN A WORLD AS INFLATION-RIDDEN AS THIS ONE...

...THAT TAKES A-1 TOP PRIORITY!

IN CASE YOU HADN'T GUESSED, THAT WAS SCENE TWO.

COME WITH US NOW TO SCENE THREE, WHERE--

OBOY. WHO'S TRUCK HIT THIS PLACE?

FROM THE LOOK OF THINGS, I'VE WALKED INTO WORLD WAR THREE!

IN A NEIGHBORHOOD LIKE *THIS*, IT FIGURES THE COPS DON'T EXACTLY *HURRY* TO INVESTIGATE MYSTERIOUS *EXPLOSIONS*... BUT EVEN SO, THIS IS *RIDICULOUS.*

BETTER SEE IF NED'S *OKAY.* DOESN'T LOOK LIKE HE WAS CAUGHT IN THE *BLAST,* BUT *SOMETHING* KNOCKED HIM OUT...

AND FROM THOSE BURNS ON HIS *NECK*...

...THAT SOMETHING WAS *HOT!*

HMMM...NOT *TOO* BAD. HE'LL *LIVE.*

THIS *ONE* BURN'S GOING TO MAKE A PRETTY NASTY *SCAR*, THOUGH.

HOW DID *LEEDS* MANAGE TO--

SPIDER-SENSE: THAT UNCANNY ABILITY TO SENSE *DANGER,* PECULIAR TO OUR WALL-CRAWLING *PROTAGONIST*--

--PRODUCING A *TINGLING* SENSATION THAT WARNS HIM TO *LEAP ASIDE*--

--JUST ONE TENTH OF A SECOND *TOO LATE.*

BRAKK!

NO! NOT *YOU!* IT CAN'T BE-- UNNN- *NNNHHH!*

YOU GUESSED IT, FRIEND. WE'VE HELD THE REINS IN LONG *ENOUGH*--NOW IT'S TIME FOR THE *ACTION!*

WHY *CAN'T* IT BE ME, PUNK? YOU THINK I'M NOT AS *SMART* AS SOME OF THE OTHER CHARACTERS YOU'VE FACED--THAT I CAN'T MAKE A *COME-BACK*, MORE DANGEROUS, MORE POWERFUL THAN *BEFORE*?

OR HAVE YOU ALREADY *FORGOTTEN*-- I WAS ONCE A *SCIENTIST*, A MAN WHOSE BRAIN HAS BEEN *TRAINED* FOR THOUGHT-- A MAN *UNFAMILIAR* WITH CRIME--UNTIL THE *ACCIDENT* WHICH TURNED ME INTO THE CREATURE BEFORE YOU--

--THE CREATURE *OTHER* MEN HAVE NAMED-- ***THE MOLTEN MAN!****

* FROM SPIDEY #28 & 35, REMEMBER?--ROY.

DON'T FRET, PAL... I *HAVEN'T* FORGOTTEN YOU. WHY, ONLY THE OTHER *DAY* I ASKED MYSELF--"WHATEVER HAPPENED TO THAT GUY *RAXTON*--

"THE CREEP WITH THE DELUSIONS OF *GRANDEUR* AND THE PERMANENT *SIMONIZE JOB.*"

YEP. THAT'S WHAT I *SAID* TO MYSELF.

MY PERSONAL CONVERSATIONS *DO* TEND TO GET A LITTLE *DULL.*

PUERILE FOOL! YOU STILL DON'T *UNDERSTAND*, DO YOU?

I'VE *CHANGED*, MY FRIEND --MY BODY HAS *EVOLVED*, SO THAT WHAT WAS ONCE MERELY A *COATING* OF METAL--HAS BECOME PART OF MY VERY *SKIN.*

HISSSS

AND THAT'S NOT THE *ONLY* THING THAT'S CHANGED-- AS YOU'LL SEE WHEN I DO--

THIS!

MY BODY HEAT HAS *RISEN*, SPIDER-MAN! AT THE PRESENT MOMENT, I ESTIMATE IT TO BE WELL OVER *THREE HUNDRED DEGREES FAHRENHEIT!*

ONE TOUCH OF MY HAND WOULD *SCALD* YOU-- *BURN YOU ALIVE!*

SWAK

YOU ALWAYS *WERE* A GREAT KIDDER, RAXTON.

ME--I JUST WISH I HAD YOUR CUDDLY *CHARM.*

BUT...SOME OF US ARE *BORN* WITH IT, AND SOME OF US *AREN'T.*

GUESS I'LL JUST HAVE TO GROW UP ALL *STUNTED.* PITY, ISN'T IT?

YOU'RE NOTHING BUT A MINDLESS *WITLING!*

I CAN CRUSH YOU WITH MY *BARE HANDS*-- BUT THAT WOULD BE TOO *QUICK* A DEATH.

FIRST--YOU MUST *SUFFER* FOR MOCKING ME! *YOU MUST PAY FOR YOUR INSULTS--*

--YOU MUST-- EH?

INSULTS? LOOK, CAN *I* HELP IT IF YOU'VE GOT A LOUSY SENSE OF *HUMOR?*

I'LL HAVE YOU KNOW I'M CONSIDERED SOMETHING OF A *CARD* BY MY PALS IN THE SUPER-HERO BIZ--

--SO WATCH YOUR *TEMPER,* OKAY?

AAAARRRRRHH!

SAY, YOU'RE PRETTY **HOT-HEADED,** AREN'T YOU? THAT'S BAD FOR YOUR **HEART,** YOU KNOW.

IF YOU KEEP GETTING **EXCITED** ALL THE TIME, YOU'RE LIABLE TO HAVE YOURSELF A **CORONARY**--

WHAP!

--AND THEN WHERE WOULD **I** BE WITHOUT THE MOLTEN MAN TO **PICK ON** ANYMORE?

IMBECILE! IF YOU'D LEFT ME **ALONE,** YOU WOULD HAVE NEVER **SEEN**-- **MMMMMPPPH!**

HISSSHUCK!

EXPLODING LIKE A BURSTING BOMB, **SMOKE** FILLS THE DARKENED ROOM-- AND IN THAT SMOKE, SOMETHING **MOVES**--RISES--AND **SNARLS:**

PERHAPS NOW YOU **UNDERSTAND,** SPIDER-MAN.

NO LONGER AM I THE CREATURE YOU **ONCE** FOUGHT--

--MY BODY HAS INDEED **EVOLVED!**

WHAT HARMED ME AT ONE TIME NOW HAS NO MORE DANGER FOR ME THAN A **FEATHER-FLICK.**

YOU'RE **DOOMED,** WALL-CRAWLER. DO YOU **HEAR** ME?

YOUR LIFE IS WORTH **NOTHING**-- **NOTHING!**

HE MIGHT BE **RIGHT.** MY SPIDER-SENSES TELL ME HE'S BOILING LIKE A **FURNACE** UNDER THAT MOLTEN SKIN-- THERE'S ENOUGH HEAT THERE TO MELT **TWENTY** SPIDER-MEN!

BUT JUST *STANDING* HERE ISN'T GOING TO HELP ME-- I'VE GOT TO *DO* SOMETHING, *FAST!*

IT'S BEEN A *WHILE* SINCE I TRIED ANYTHING *TRICKY* WITH MY WEB-BING--I HOPE I DON'T MAKE THIS TOO *THIN*--!

WAIT-- WHAT ARE YOU *DOING?*

I'M MAKING MYSELF A *WEB-GLOVE,* HAND-SOME--

SLAM!

--THE BETTER FOR ME TO *HIT* YOU WITH!

URRRKK!

NOBODY HITS ME LIKE THAT AND GETS *AWAY* WITH IT, MASKED MAN.

--'CAUSE *WHATEVER* THE REASON HE'S A MENACE--*RIGHT NOW, HE'S RAGING MAD!*

ONCE I'M RID OF YOU, *NO ONE* CAN STOP ME!

I DIDN'T BREAK OUTTA THAT *HOSPITAL* THEY HAD ME IN-- JUST SO CLOWNS LIKE YOU COULD TRY'N PUSH ME *AROUND!*

HOSPITAL....? SO *THAT'S* WHERE HE'S BEEN THESE PAST FEW MONTHS.

THE COURTS MUST'VE FIGURED HIS CASE WAS MORE *MEDICAL* THAN *CRIMINAL*-- AND MAYBE THEY WERE *RIGHT.*

THAT DOESN'T HELP *ME* MUCH, THOUGH--

I'LL BE ABLE TO COMPLETE MY *PLAN*-- AND THEN I'LL BE *FREE!*

FREE AT LAST!

BUT, BEFORE THE MOLTEN MAN CAN FINISH HIS FORWARD LUNGE...

YOU STILL REFUSE TO LISTEN--YOU STILL DON'T COMPREHEND!

COVERING ME WITH YOUR WEBBING IS A PITIABLE GESTURE--AN EXERCISE IN FUTILITY!

FOR ONE WITH MY POWER, THESE STRANDS ARE LIKE TISSUE--

--AND OF NO CONSEQUENCE AT ALL!

RRRRIP

NOW, SPIDER-MAN...WE'VE WASTED ENOUGH TIME WITH TOYS. YOU'VE MOCKED ME, YOU'VE INTERRUPTED MY WORK...AND YOU'VE ANNOYED ME ONCE TOO OFTEN!

THE YEARS I SPENT IMPRISONED--I SPENT HATING YOU. THE HOURS I SPENT ALONE AND IN AGONY--I DEDICATED TO YOUR DEATH!

STILL, I WAS PREPARED TO ABANDON THAT HATE FOR THE SAKE OF EXPEDIENCY. I WOULD HAVE FORGOTTEN YOU--I WOULD HAVE ALLOWED YOU TO LIVE.

BUT NOT NOW. YOU'VE USED THE LAST OF YOUR INFERNAL LUCK, WALL-CRAWLER.

THIS IS THE NIGHT YOU SUFFER AS I HAVE SUFFERED--

THIS IS THE NIGHT YOU DIE!

SORRY TO *DISAPPOINT* YOU, GOLDEN BOY...

...BUT MY FAIRY-- GODMOTHER PROMISED ME I WOULDN'T DIE TILL I SAW A *DRAGON*...

...AND YOU DON'T THINK I'D MAKE A *LIAR* OUT OF MY *FAIRY-GODMOTHER!*

CAN'T STOP MY *MOMENTUM*-- FOOT SLIPPING! *NO,* IT ISN'T *FAIR*--

IT ISN'T FAAIIRRRP

A FALL FROM *THIS* HEIGHT CAN'T HURT A CHARACTER LIKE THE *MOLTEN MAN,* BUT MAYBE--JUST *MAYBE*--IT'LL KNOCK THE *WIND* OUT OF HIM!

THEN I CAN-- *WAIT!* HE'S TWISTING --CHANGING HIS *ANGLE!*

HE'S GOING TO--

SPLUSH!

HA! IT SEEMS I'VE OUTWITTED YOU, SPIDER-MAN! BY TURNING MY BODY JUST RIGHT, I'VE MANAGED TO LAND ON THIS FIRE HYDRANT--

--AND IN THE RESULTING BURST OF STEAM, I CAN--

VANISH!

LOOKS LIKE THIS ROUND'S HIS.

I'D NEVER BE ABLE TO TRACK HIM IN THAT FOG--EVEN WITH MY SPIDER-SENSE.

BESIDES, I'VE GOT OTHER THINGS ON MY MIND--INCLUDING ONE ACE CRIME REPORTER--

NED LEEDS!

ACT THREE, SCENE ONE:

NED'S STILL OUT... AND THAT WORRIES ME.

IF THE MOLTEN MAN EVEN TOUCHED HIM, NED COULD BE SERIOUSLY INJURED.

AND EVEN THOUGH NED AND I USED TO BE RIVALS FOR BETTY BRANT--

--HE'S STILL A TOP-NOTCH GUY--AND I'D GIVE MY RIGHT ARM TO SAVE HIM!

ROCKS... GLOWING... LIKE FIRE... BRIGHT...

SURE, KID. DON'T HASSLE YOURSELF ABOUT IT.

JUST HANG THERE AND LEAVE THE WEB-SLINGING TO SPIDEY--

--AND I'LL HAVE YOU TO THE HOSPITAL IN NO TIME!

UNFORTUNATELY, OUR HERO SHOULD PAY A BIT MORE ATTENTION TO NED'S NEARLY-INCOHERENT MUTTERINGS--

--FOR THE MEANING OF THOSE WORDS WILL SOON AFFECT BOTH NED--AND HIS COSTUMED SAVIOR!

RAPIDLY NOW, OUR STORY MOVES TO THE LAST SCENE OF THIS, THE THIRD ACT:

HE'S PASSED OUT ALTOGETHER... THE PAIN OF THAT BURN ON HIS NECK MUST BE TOO MUCH FOR HIM.

WELL, THERE'S NOT MUCH I CAN DO BY WAY OF FIRST AID...NOT THAT IT MATTERS.

WE'LL BE DOWN IN THE HOSPITAL IN A SECOND OR TWO--

--AND THEN IT'S UP TO THE EMERGENCY WARD TO BREAK NED'S FEVER.

FUNNY...I FEEL KIND OF FLUSHED MYSELF. MUST BE THAT COLD I FELT COMING ON.

BETTER GET SOME COUGH MEDICINE...OR I'LL BE THE FIRST SUPER-HERO ON MY BLOCK WITH LARYNGITIS.

HEY...IS IT MY IMAGINATION...OR IS LEEDS GETTING HEAVIER?

WOW. THIS COLD IS HITTING ME HARDER THAN I EXPECTED.

IN HEAVEN'S NAME--WHAT'S WRONG WITH *HIM?*

LET'S PLAY *TWENTY QUESTIONS* LATER, LADY.

MY FRIEND NEEDS *HELP.*

AND IF IT *MEANS* ANYTHING--WE'RE REPORTERS FOR THE *DAILY BUGLE!*

CALL DOCTOR CRAWFORD --TELL HIM WE HAVE AN *EMERGENCY.*

AND TELL HIM--IF HE CAN *BELIEVE* IT--

IT LOOKS LIKE RADIATION POISON-ING!

FIFTY-EIGHT SECONDS LATER:

GET HIM TO *DE-TOXIFICATION.* SET UP *SALINE BATHS*-- AND *MOVE IT!*

SALINE BATHS,? DOC... WHAT *IS* IT,?

THE NURSE SAID SOME-THING ABOUT *RADIATION* POISONING,? AS IN *ATOMIC* RADIATION,?

THAT'S THE WAY IT *LOOKS,* SON.

MAYBE YOU CAN TELL ME HOW HE *MANAGED* IT?

THOSE *ROCKS*...THE ONES RAXTON *STOLE!* THEY MUST'VE BEEN *RADIOACTIVE!*

SON,? DID YOU *HEAR* ME,?

I *HEARD* YOU, DOC...BUT THE ANSWER'S *NEGATIVE.*

HE WAS WORKING ON A *STORY*-- THAT'S ALL I *KNOW.*

BUT, AS PETER TURNS TOWARD THE ELEVATOR BANK...

MY HEAD... *SPINNING* AGAIN.

THAT *COLD* IS REALLY WRECKING ME...CAN HARDLY *STAND...*

=UNNNNNH!=

IT'S *NOT* THE COLD--IT *CAN'T* BE. MY STRENGTH'S *EMPTYING OUT*-- FEEL ALL DRAINED, ON *FIRE!*

RADIATION POISONING-- I WAS EXPOSED *TOO*--THE RADIATION MUST BE HITTING MY *OWN* RADIO-ACTIVE BLOOD*--

*WHICH GIVES PETER HIS *SPIDER* POWERS. --RT.

--EATING AT ME-- DISSOLVING MY ENERGY-- *DESTROY-ING ME!*

CAN'T MOVE--CAN HARDLY *THINK!* IS THIS--IS THIS *IT?*

IS THIS THE END OF SPIDER-MAN?

*YOU THINK WE'RE GOING TO ANSWER A LOADED QUESTION LIKE THAT *NOW?* NOTHING DOING, FAITHFUL ONE-- YOU'LL HAVE TO LOOK IN *NEXT* ISSUE, WHEN:*

THE MOLTEN MAN *BREAKS OUT!*

SEE YA THEN, TIGER!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

I MAY BE *DYING*, WALL-CRAWLER-- CONSUMED BY MY OWN *BODY HEAT!*

--BUT I'M GONNA TAKE YOU *WITH* ME!!

THIS IS IT!

THE BATTLE TO THE FINISH WITH THE

MOLTEN MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *WRITER* * ROSS ANDRU *ARTIST* * F. GIACOIA & D. HUNT *INKERS* * ARTIE SIMEK, *LETTERER* P. GOLDBERG, *COLORIST* * ROY THOMAS *EDITOR*

THE MOLTEN MAN BREAKS OUT!

EVERYBODY FREEZE!

NOBODY MOVES A MUSCLE-- NOBODY BLINKS AN *EYE*--TILL I GET WHAT I'VE *COME* FOR:

THAT *CREEP* FROM THE *DAILY BUGLE*-- THE REPORTER NAMED *NED LEEDS!*

BEGINNING:

PART TWO:

OF ONE OF THE MOST SENSATIONAL SPIDEY-EPICS OF ALL-TIME!

WHATSAMATTER, YA DON'T UNDER-STAND ENGLISH? I SAID DON'T MOVE!

A WISE GUY, HUH? I'VE GOT WAYS TO HANDLE WISE GUYS, DOC--

--MOST OF THEM UNPLEASANT!

HUH? NOW WHAT--?

ARE YOU SOME KINDA HERO...

THUMP!

DOES THIS HOSPITAL PAY YOU TO ACT STUPID--

--OR IS IT JUST SOMETHING YOU DO ON YOUR OWN?

WAK!

HEY YOU, NURSE... YEAH, YOU, LADY. WHERE'S YOUR REGISTRY OF PATIENTS?

BETTER ANSWER ME, SISTER. I WON'T ASK TWICE.

I-IT'S THERE-- ON THE COUNTER--!

NICE GOING, SISTER. YOU SAVED US BOTH A BIT OF TROUBLE.

SO LEEDS IS IN THE EMERGENCY WARD, IS HE? THAT SUITS ME.

AFTER I GET THROUGH WITH HIM, HE'S GOING TO NEED A DOCTOR--

--MAYBE FOR THE REST OF HIS LIFE!

IF YOU'RE WONDERING WHAT'S GOING ON, YOU'RE NOT ALONE, FRANTIC ONE; AT THIS VERY MOMENT, SEVERAL HUNDRED YARDS AWAY, IN A WING OF THE HOSPITAL BUILDING...

THE YOUNG MAN WHO BROUGHT IN THAT REPORTER...HE'S COLLAPSED...HAVING A FIT OF SOME KIND!

I'D BETTER LOOSEN HIS SHIRT...!

BUT, BEFORE THE WELL-MEANING INTERN CAN ACT...

EEEEEE

WHAT ON EARTH...? A SCREAM, FROM THE ADMITTANCE ROOM.?

THERE MUST BE TROUBLE...

SOMETIMES THESE EMERGENCY CASES CAN GET HYSTERICAL; I'LL SEND SOMEONE BACK FOR THIS BOY--

THIS OTHER MATTER IS MUCH MORE IMPOR-TANT!

TALK ABOUT LUCK; ANOTHER MOMENT AND "THIS BOY'S" SECRET WOULD'VE BEEN REVEALED--

--AND THE YOUNG INTERN WOULD HAVE LEARNED THAT PETER PARKER IS-- SPIDER-MAN!

STILL DIZZY-- BUT I CAN MOVE NOW--!

GOT TO GET OUT OF SIGHT--

--SWITCH TO SPIDEY-- FIND OUT WHAT ALL THE COMMOTION IS--!

I'VE GOT A HUNCH IT'S THE MOLTEN MAN--AND IF IT IS, IT'S A CINCH HE'S AFTER NED!

IT'S THE MOLTEN MAN'S FAULT I'M SO SICK--HIS BODY'S GIVING OFF RADIATION LIKE A CANDLE GIVES HEAT--AND I MUST'VE PICKED UP SOME WHEN I FOUGHT HIM AN HOUR AGO*--

*LAST ISSUE, OUR TIME. --ROY.

"--WHICH RAISES THE QUESTION: WHAT WILL HAPPEN TO ME NEXT IF I TANGLE WITH HIM AGAIN?"

WE'LL SOON FIND OUT, WEB-SLINGER, FOR, TEN SECONDS LATER...

I'M COMING AFTER YOU, LEEDS...

YOU'LL NEVER HAVE A CHANCE TO REVEAL WHAT YOU LEARNED ABOUT ME... NOT TO YOUR FRIENDS AT THE BUGLE, NOT TO THE POLICE... NOT EVEN TO THE ACCURSED SPIDER-MAN!

MY SECRET WILL DIE WITH YOU, LEEDS--

THAT IS, IF I LET YOU DIE!

TO BE FRANK, I HAVEN'T YET DECIDED!

TERRIFIC. THE WAY HE'S RANTING, THE MOLTEN MAN DOESN'T LEAVE ME MUCH CHOICE.

I'VE GOT TO PUT HIM OUT OF ACTION, FAST! BUT HOW--?

HEY, THAT FIRE HOSE--!

WHEN HE AND I TANGLED BACK AT HIS ROOMING HOUSE*, I MANAGED TO KNOCK HIM INTO A FIRE HYDRANT--

--AND IF THE WATER FROM THIS HOSE HAS THE SAME EFFECT, I JUST MAY BE HOME FREE!

*LAST ISH. --R.T.

A TWIST OF A VALVE, A MOMENT OF SURGING RELEASE, AND--

HISSSS

BINGO! IT WORKED!

THE COLD WATER FROM THE HOSE IS BREAKING INTO STEAM--AND THE STEAM'S BLINDING GOLDEN BOY, THROWING HIM AWAY FROM NED'S DOOR!

THERE'S ONLY ONE PROBLEM...

...IT'S ALSO BLINDING ME!

STILL, I'VE GOT THE EDGE ON HIM: UNDER THAT BUBBLING MOLTEN SKIN OF HIS, HE'S JUST AN ORDINARY MAN...

BUT I'VE GOT THE ABILITIES OF A SPIDER...

...INCLUDING A SPIDER'S SENSE!

USING IT, I SHOULD BE ABLE TO FIND THE MOLTEN MAN BEFORE HE FINDS ME...

...BUT NATURALLY, TODAY JUST ISN'T MY LUCKY *DAY!*

I'M STILL *DIZZY* FROM THAT DOSE OF *RADIATION* ...IT'S HARD FOR ME TO *FOCUS*, I CAN'T SEPARATE *HIS* IMAGE FROM ALL THE DOCTORS AND NURSES SCURRYING IN THIS *HALL!*

WAIT! I CAN FEEL HIS *HEAT*... WAVES OF IT, COMING FROM *THIS* DIRECTION!

I CAN'T BE *SURE*, BUT--

IT'S HIM! IT'S THE MOLTEN MAN!

YET, EVEN AS OUR FAVORITE WEB-SLINGER LUNGES *FORWARD*, HIS GOLDEN-SKINNED FOE THROWS HIMSELF AGAINST A NEARBY *WALL*...

...AND IN A BURST OF TREMENDOUS *HEAT*... *BURNS THROUGH!*

YOU HAVEN'T SEEN THE *LAST* OF ME, SPIDER-MAN...

...I *PROMISE* YOU!

SORRY, CHARLIE... YOU'RE NOT ESCAPING *THAT* EASILY!

I'D HAVE TO BE PRETTY *STUPID* TO LET YOU OUT OF MY SIGHT *NOW*, WOULDN'T--I--?

HUH?

OKAY, WALL-CRAWLER, PUT YOUR *HANDS* UP.

MAKE ONE MOVE, AND YOU'RE A *DEAD MAN.*

SWELL.

I'D ALMOST *FORGOTTEN* YOU COPS STILL THINK I'M A *MURDERER**.

**OF NORMAN OSBORN IN SPIDEY#122. --R.T.

I WISH I COULD STICK AROUND TO STRAIGHTEN YOU *OUT*--BUT IN CASE YOU DIDN'T *NOTICE*--

--THERE'S A *MADMAN* ON THE LOOSE--AND I'M GOING TO *STOP HIM!*

KRASH!

DON'T *SHOOT*, BLAST IT! YOU MIGHT HIT ONE OF THE *DOCTORS!*

*AND SO, SEVERAL HEART-STRAINING MOMENTS *LATER*...

THERE'S NO SIGN OF THE MOLTEN MAN *ANYWHERE*.

THANKS TO SOME OVER-EAGER POLICEMEN, I'VE *LOST* HIM...AND THAT'S *BAD*.

NOT SO MUCH BAD FOR *ME*--IT'S BAD FOR *NED LEEDS*.

WHATEVER HE LEARNED AT THAT BOARDING HOUSE, IT'S SOMETHING THE MOLTEN MAN WANTS TO KEEP *SECRET*...

...WHICH MAKES IT SOMETHING I'D BETTER *FIND OUT*...*PRONTO*.

CHEMICALS... ROCKS, GLOWING... SO MUCH *LIGHT*... FIRE EVERY-WHERE...ROCKS GLOWING...

SOUNDS LIKE *GIBBERISH* TO ME.

BUT IT MUST BE *SOMETHING*... SO *THINK*, SPIDEY, *THINK!*

*BUT, SPIDEY'S THOUGHTS DWELL ON *OTHER* MATTERS AS HE SWINGS ACROSS TOWN...

*SPECIFICALLY, THEY CONCERN HIS *DESTINATION*...

...THE WEST-SIDE APARTMENT OF HIS COLLEGE COLLEAGUE AND LONG-TIME FEMALE FRIEND...**MARY JANE WATSON**...

FROM THE SOUND OF THEIR VOICES, MJ AND LIZ ARE STILL **AWAKE.**

WONDER IF MARY JANE'S MANAGED TO GET LIZ TALKING ABOUT THE YEARS SINCE SHE **DISAPPEARED**....?

YEP. THAT'S WHAT THEY'RE **INTO,** ALL RIGHT.

AND FROM THE LOOK ON MS. ALLEN'S **FACE**...IT'S NOT **PLEASANT.**

...AS I TOLD **PETER** THE DAY WE **GRADUATED***, I FELT IT WAS TIME I ACCEPTED MY **RESPONSIBILITIES** IN LIFE...

...DUTIES TO MYSELF... AND MY **STEP-BROTHER**...

*FROM **HIGH-SCHOOL**, BACK IN SPIDEY #28. --ROY.

"...**MARK RAXTON,** WHO **YOU** PROBABLY KNOW AS...**THE MOLTEN MAN!** AFTER SPIDER-MAN **CAPTURED** HIM THE SECOND TIME, HE WAS **HOSPITALIZED**...AND I TOOK A JOB AS A **NURSE** TO BE NEAR HIM...

EMERGENCY

"...TO **HELP** HIM, IF I COULD.

"YOU SEE, SOMETHING HAD **HAPPENED** TO HIM SINCE THE ACCIDENT WHICH COATED HIS SKIN WITH **GOLD ALLOY**...THE METAL WAS **REACTING** WITH HIS METABOLISM... HE WAS **CHANGING,** TRANSFORMING...

"...AND TO KEEP HIM FROM **LEARNING** THIS, THEY GAVE HIM A **MASK**...

"BUT THE MASK ONLY MADE HIM **BITTER.** HE FELT AS THOUGH HE WERE **ISOLATED,** AND IN A WAY, HE WAS. HE WASN'T ALLOWED TO ASSOCIATE WITH THE **OTHER** PATIENTS, FOR HE WAS STILL BASICALLY A **PRISONER**...

"...AND FOR SEVERAL MONTHS, I WAS THE ONLY PERSON HE **SAW**...

"NATURALLY, WHEN HE **STRUCK OUT,** HE FIRST STRUCK OUT AT **ME**...

CLANG!

GET THIS JUNK **AWAY** FROM ME! I'M SICK OF IT, DO YOU **HEAR?**

MOST OF ALL, I'M SICK OF **YOU!**

"IF I'D BEEN STRONGER, PERHAPS I COULD HAVE **GIVEN** HIM THE UNDER-STANDING HE NEEDED; INSTEAD, I **RAN**...

"...WHICH MAKES ME **RESPONSIBLE** FOR WHAT HAPPENED THE NEXT DAY. IT'S **MY FAULT** HE WAS ABLE TO LEAVE HIS ROOM...

"**MY FAULT** HE STRUCK THAT **INTERN**...

"...AND **MY FAULT** HE FOUND THE SCISSORS HE NEEDED TO REMOVE HIS **MASK**..."

...AND LEARN THE **TRUTH** ABOUT WHAT WAS HAPPENING TO HIM.

HIS METALLIC SKIN IS **DISSOLVING**, SLOWLY UNTIL NOW... BUT AS HE SPENDS MORE TIME AWAY FROM HIS **MEDICATION**, THE PROCESS WILL **INCREASE**...

HE'LL **DIE**... AND IT'S **MY** RESPONSI-BILITY!

MINE!

POOR KID.

IT'S TIME PETER PARKER MADE HIS **ENTRANCE**...

...AND SINCE MY IDENTITY AS SPIDEY IS A **SECRET**...

...I'LL HAVE TO SLIP THROUGH THE APARTMENT **NEXT** TO MARY JANE'S...

...AND HOPE NO ONE **SPOTS** ME BEFORE I REACH THE FRONT **DOOR**!

TERRIFIC.

SO MUCH FOR **STEALTH**, EH, WEB-SLINGER?

NICE POOCH, **DOWN** POOCH, GOOD POO--

RRIP!

DO ME A **FAVOR**, MJ.

DON'T **ASK**.

PETER, I HAVEN'T **THANKED** YOU FOR THE WAY YOU--MADE ME FEEL SO **WELCOME** EARLIER, WHEN I MET YOU ON THE STREET.

AFTER ALL THESE YEARS--

--WE'VE ALWAYS BEEN **FRIENDS,** LIZ.

THAT'S THE IMPORTANT THING.

LISTEN, TIGER, I'M GOING TO TAKE LIZ OUT FOR A **BURGER.**

SURE THING, MJ.

YOU **LOCK UP** FOR ME, OKAY? WE'LL CATCH YOU **LATER.**

IF YOU NEED ME TOMORROW, I'LL BE AT THE **BUGLE.**

'BYE, PETER. AND AGAIN... **THANKS.**

AND SURE ENOUGH, TRUE TO HIS WORD, EARLY THE NEXT MORN PETER FINDS HIMSELF AT THE MIDTOWN EDITORIAL OFFICES OF **THE DAILY BUGLE,** WHERE...

NO ONE KNOWS IF NED WAS FOLLOWING UP A **STORY** IN PROGRESS WHEN HE CHECKED OUT THAT BOARDING HOUSE, OR **WHAT,** I'D BETTER...

PARKER!

ARE YOU MY **STAFF PHOTOGRAPHER** OR THE **OFFICE BOY?** I DON'T WANT YOU HANGING AROUND HERE, PARKER--I WANT YOU ON THE **STREET,** GETTING **PICTURES!**

THERE'S BEEN SOME SORT OF **ROBBERY** AT A WAREHOUSE ON THE **WEST SIDE.** GET DOWN THERE--**NOW, YOU IDIOT!**

WHATEVER YOU **SAY,** JJJ!

PICKING UP THE ADDRESS OF THE WAREHOUSE FROM JOE ROBERTSON, THE BUGLE'S **CITY EDITOR,** PETER HOPS A CAB CROSSTOWN, AND...

WHEE-**OH!** NOW **THIS** IS WHAT YOU CALL YOUR **SPECTACULAR CRIME!**

CAB CO

SAY, FRIEND... COULD YOU TELL ME WHAT--

BEAT IT, KID. I AINT GOT TIME TO JAW WITH EVERY PUNK THAT LIKES TO GAWK AT OTHER FOLK'S **TROUBLE.**

BUT I--

OUT, BUSTER.

I MEAN **NOW.**

NOT THE **FRIENDLIEST** GUY I'VE EVER MET... BUT I GUESS WE'VE **ALL** GOT PROBLEMS.

PARDON ME, COULD YOU--

NOT NOW, SON. CAN'T YOU SEE I'M **BUSY?**

GO BOTHER SOMEBODY **ELSE.**

THIS IS BEGINNING TO GET **MONOTONOUS.** I'VE GOT A HUNCH THESE JOKERS ARE **HIDING** SOMETHING...AND I THINK I'VE GOT A WAY TO CHECK THAT **OUT!**

HELLO, **NED?** HOW ARE YOU **FEELING,**

HEALTHIER, PETE. THE DOCTORS TELL ME I'LL BE ABLE TO LEAVE IN A WEEK.

WHAT'S THAT? NO, FINDING THE MOLTEN MAN AT THAT BOARDING HOUSE WAS A FLUKE.

BUT I'LL TELL YOU THIS, PETER: WHATEVER HE'S UP TO, IT INVOLVES RADIOACTIVES.

SO IF YOU HEAR ABOUT ANY STOLEN ISOTOPES-- MAKE YOUR OWN GUESSES.

THANKS, NED. YOU'VE TOLD ME ALL I NEED.

IF THE ROBBERY WAS OF RADIOACTIVE ISOTOPES, I CAN SEE WHY THOSE GUYS MIGHT BE A LITTLE TACITURN.

ESPECIALLY IF THE ISOTOPES WERE HERE ILLEGALLY.

LUNCHTIME: AND IN THE SHADOWS OF THE DESERTED CONSTRUCTION SITE...

...APPEARS SPIDER-MAN!

I'LL LAY ODDS GOLD-SKIN WAS BEHIND THIS THEFT, AS WELL AS THE ONE AT THE MUSEUM LAST NIGHT.*

AND FROM WHAT I OVERHEARD LIZ TELLING MJ--

*SHOWN LAST ISH, OF COURSE. --R.T.

--IT HAS SOMETHING TO DO WITH HIS ALTERING METABOLISM.

LET'S SEE; THERE SHOULD BE A RECORD IN THESE FILES OF THE WAREHOUSE INVENTORY.

WITH ANY LUCK, I'LL FIND WHAT I'M LOOKING FOR HERE.

HOW ABOUT THAT? THERE WERE SOME RADIOACTIVES HERE...NOT ILLEGALLY, AS I THOUGHT...

APPARENTLY SOME HOSPITAL IN THE AREA ORDERED THEM, HAD THEM SHIPPED TO THIS WAREHOUSE TO BE PICKED UP. RAXTON MUST HAVE-- OOPS!

COMPANY...AND I'VE BEEN TALKING OUT LOUD!

SPIDER-MAN!

SEEMS LIKE YOU *DID* HEAR VOICES, BOB!

DON'T TAKE ANY *CHANCES*--

SHOOT!

KPOW!

KPOW!

OKAY, BOZOS, THAT *DOES* IT! I HAVE *HAD* IT WITH YOU TRIGGER-HAPPY *CLOWNS*...

...UP TO *HERE!*

PLEASANT *DREAMS*... *CREEPS!*

CLUMP!

SWAK!

SHORTLY... THERE'S A *PATTERN* TO ALL OF THIS. ROCKS FROM A *MUSEUM*... METEOR ROCKS...

THOSE RADIOACTIVE *ISOTOPES*...

...IT ALL *FITS TOGETHER* SOMEHOW.

RAXTON...THE *MOLTEN MAN*... MUST BE TRYING TO *RECREATE* THE ALLOY WHICH ORIGINALLY *COATED* HIM.

IF I REMEMBER *CORRECTLY*, RAXTON AND PROFESSOR SMYTHE DEVELOPED IT FROM A SPECIAL KIND OF *ORGANIC METEOR*...

"...AND THERE'S *ANOTHER* METEOR SIMILAR TO IT AT THE *SCIENCE MUSEUM!* THAT'S WHERE HE'LL STRIKE *NEXT*... I'M *SURE* OF IT!"

THUS, LATER THAT EVENING...

IT'S *MINE!* NOW *NOTHING* CAN STOP ME-- *NOTHING!*

CRASH!

WANT TO MAKE A SMALL *BET*, MM?

I'LL STOP YOU IF IT TAKES ME ALL *NIGHT.*

KRASH

SPAT!

LET'S JUST SAY IT'S A *FAVOR* I OWE AN OLD *FRIEND.*

IF I CAN GET RAXTON BACK TO HIS *HOSPITAL* AND UNDER A DOCTOR'S *CARE*, IT'LL TAKE A BURDEN OFF *LIZ*--

--AND MAYBE SHE'LL BE ABLE TO *LIVE* AGAIN!

ALL RIGHT, HERO-MAN... YOU *ASKED* FOR IT!

WHAP!

SMASH

IF YOU THINK I'M WASTING TIME WITH *YOU*... YOU'RE *CRAZY!*

*STUNNED, SPIDEY SPENDS SEVERAL VALUABLE SECONDS **FIGHTING OFF** A SURGE OF RETURNING **NAUSEA, UNTIL...***

I'M WEAKER THAN I THOUGHT...GUESS THE RADIATION FROM MY *PREVIOUS* BOUT WITH THE MOLTEN MAN HASN'T FULLY *FADED*...

...WHICH IS GOING TO MAKE *CAPTURING* HIM ALMOST *IMPOSSIBLE*...

"...BUT AT *THIS* POINT... DO I HAVE ANY OTHER CHOICE BUT TO *TRY*...TO THE BITTER *END*?"

PERHAPS **NOT**, WEB-SLINGER, BUT MARK RAXTON ISN'T GOING TO MAKE IT **EASY** FOR YOU...

HE'LL **NEVER** FIND ME NOW. THIS ASBESTOS MASK WILL CONCEAL MY **FACE**...

...AS THESE FIREPROOF CLOTHES CONCEAL MY **BODY.**

HEY! HEY, **YOU!**

WHERE'S YER **TOKEN? HEY!**

HIS CRIES **UNHEEDED,** THE TOKEN ATTENDANT CAN ONLY **STARE** AS THE MAN **WE** KNOW TO BE THE MOLTEN MAN STRIDES INTO A WAITING **SUBWAY TRAIN--**

--AND CAN ONLY **CONTINUE** TO STARE AS YET **ANOTHER** CITIZEN IGNORES THE WAITING **TURN-STILES,** AND LEAPS TO **FOLLOW** THE EXITING CAR--

--IN HIS OWN **INIMITABLE FASHION!**

FWIT!

FWIT!

FROM THE WAY THAT BOOTH ATTENDANT WAS **SHOUTING--**

--AND THE **LOOK** OF THAT OLD LADY KNOCKED TO THE **PLATFORM--**

--IT'S A SAFE BET RAXTON'S ON THIS **TRAIN--**

"--AND THE **PASSENGERS** ARE IN A HEAP OF **TROUBLE!**"

I KNOW SUBWAYS ARE **HOT--** BUT THIS IS-- **RIDICU-LOUS!**

WITH A ROAR LIKE A BULL LEAVING A **PADDOCK**, THE TRAIN LEAVES ITS UNDER-GROUND **TUNNEL**, AND BEGINS ITS JOURNEY TOWARD THE BOROUGH OF **BROOKLYN**...

...A JOURNEY **TWO** OF ITS PASSENGERS WILL NEVER **COMPLETE**....!

GOOD LORD! THAT **MAN** OVER THERE--

HE'S ON **FIRE!**

MISTER, WHAT--?

WHAT ARE YOU **STARING** AT, FOOL?

YOUR-- YOUR **FACE**--

IT'S MELTING!

AARRGH!

THEN IT'S **BEGUN!** I ONLY NEEDED **TIME**--!

TIME TO **REVERSE** THE **DETERIO-RATION**--

--BUT SPIDER-MAN WOULDN'T STOP **HOUNDING** ME!

HE WOULDN'T LEAVE ME ALONE!

SPANG!

WELL, THIS SOLVES **ONE** PROBLEM, SPARKLE-SKIN: HOW TO **FIND** YOU.

NOW ALL I'VE GOT TO DO IS MAKE YOU **GIVE UP!**

YOU!

EVERYTHING BAD THAT'S EVER ***HAPPENED*** TO ME IS BECAUSE OF ***YOU!***

I'LL ***DESTROY*** YOU--

--TEAR YOU APART WITH MY ***BARE HANDS!***

BUDDY, HAVE ***YOU*** GOT THINGS BACKWARD!

I'D TAKE THE TIME TO ***DISCUSS*** IT WITH YOU--

--BUT FRANKLY, SAVING MY ***NECK*** TAKES PRIORITY, AND SINCE ***YOU'RE*** THE ONE WHO KNOCKED US BOTH OFF THIS ***BRIDGE***--

--I'M SURE YOU WON'T MIND IF I SPEND A FEW OF OUR TREASURED MOMENTS TOGETHER SPINNING A HANDY ***WEB!***

FIRST YOU SAVED THAT ***REPORTER,*** NED LEEDS--

KREAK-

SNAP!

--NOW YOU'VE ***ATTACKED*** ME, WHEN I WAS SO ***CLOSE*** TO ***SUCCESS!***

I HAD ALL THE ELEMENTS I NEEDED TO ***CURE*** MYSELF-- ALL BUT ***ONE,*** AND ***THAT*** ONE I STOLE THIS EVENING--!

WHANG!

IF I'D ***ESCAPED,*** I COULD HAVE ***REDISCOVERED*** THE FORMULA THAT ***CREATED*** THIS ACCURSED GOLDEN ***SHELL...***

I COULD HAVE ***SAVED*** MYSELF, IF IT HADN'T BEEN FOR--***EH?***

SURE YOU COULD HAVE, RAXTON-- AND MY NAME'S ***SANTA CLAUS!***

IDIOT! YOUR WEBBING IS **USELESS** AGAINST ME!

DON'T YOU SEE WHAT'S **HAPPENING?**

I'M **DIS-SOLVING**, BLAST YOU! MY BODY IS BEING **CONSUMED** BY ITS OWN **HEAT!**

IT'S ONLY A MATTER OF **HOURS**-- PERHAPS **MINUTES**--

--UNTIL I'M TOTALLY **BURNED AWAY!**

BUT I WON'T BE THE **ONLY** MAN WHO DIES ON THIS BRIDGE, MY SARCASTIC **FOE!**

TONIGHT WILL BRING SPIDER-MAN'S DEATH AS WELL!

RAXTON, I DON'T KNOW IF YOU'RE TELLING THE **TRUTH** ABOUT YOUR CONDITION, BUT IF YOU **ARE**--YOU'VE GOT TO LET ME **HELP** YOU!

HELP ME? YOU CAN'T HELP ME!

NO ONE CAN HELP ME!

YEOWW!

YOU CAN ONLY--

KLUNG!

DIE!

IT'S *USELESS!* HE'S GONE OFF HIS ROCKER *COMPLETELY...*

HE'S IN SO MUCH *PAIN,* ALL HE WANTS IS TO *HURT...* TO *KILL...*

...AND HE'LL KILL *ME* UNLESS I *STOP* HIM!

I THINK HE MUST'VE BURNED MY *LEG* WHEN HE GRABBED IT--CAN'T *STAND,* OR MOVE OUT OF THE *WAY--*

--SO I'VE GOT TO *DISTRACT* HIM-- *FAST!*

MY *BAG*--IT HAD ALL MY *SPECIMENS*-- THE *ISOTOPES!*

EVERY-THING I *NEED!*

WITHOUT THOSE ISOTOPES, I HAVEN'T A *CHANCE!*

I'VE GOT TO *RETRIEVE* THEM--OR I'M *DOOMED!*

DOOMED

RAXTON, NO! THE WATER'S TOO *COLD* --YOUR BODY WILL--

A SUDDEN BURST OF *STEAM*--A DISTANT, ALMOST-MILD *EXPLOSION*--AND A MAN ENDS AS HE HAS *LIVED:*

CONSUMED BY THE PASSION *WITHIN* HIM--

--AND A MADNESS IN HIS SOUL.

NEXT ISSUE: AN OLD FRIEND AND A NEW FOE: TARANTULA!

GIANT SIZE SUPER HEROES

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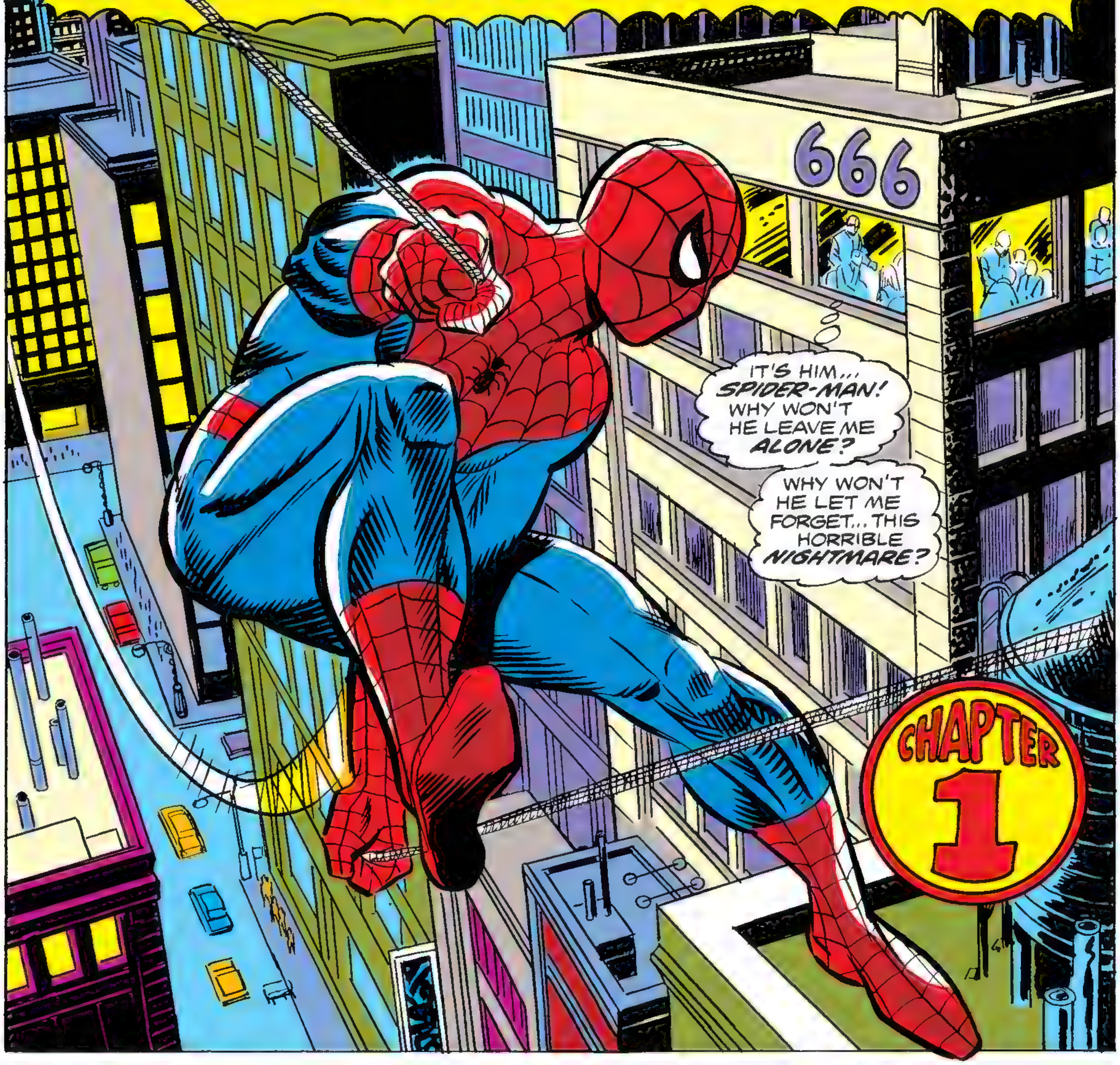
NEW! MIDNIGHT MEANS THE MAN-WOLF.. AND MORBIUS, THE LIVING VAMPIRE!

BONUS! A GHOULISH GALLERY OF SPIDEY'S MOST FIENDISH FOES!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY / WRITER | GIL KANE / ARTIST | MIKE ESPOSITO / INKER | JOHN COSTANZA, L. LESSMANN, letterer / colorist | ROY THOMAS / EDITOR

MAN-WOLF AT MIDNIGHT!



WHAT'S *WRONG*, JOHN? YOU LOOK SO--

OH!

THAT'S SPIDER-MAN, ISN'T IT? I WONDER WHAT HE'S DOING *HERE*...?

HE PROBABLY JUST LOOKING FOR SOMEONE TO *ROB*, KRISTINE.

I WISH I COULD *BELIEVE* THAT... BUT HOW *CAN I?*

HOW CAN I...

...WHEN SPIDER-MAN IS ONE OF THE *TWO PEOPLE* ON EARTH WHO KNOW MY... *SECRET?*

DARLING, DO YOU MIND IF WE *GO* NOW?

I SEEM TO HAVE LOST MY *APPETITE.*

I CAN *SEE* THAT, JOHN JAMESON... YOU'RE AS PALE AS THE PROVERBIAL *WHITE SHEET.*

IT'S THIS... *FLU* VIRUS GOING AROUND.

ONE THING I DON'T *NEED* IS A SICK *FIANCE.*

I'LL BE OKAY TOMORROW.

ANOTHER LIE, JOHN? HOW MANY LIES WILL YOU HAVE TO *TELL* HER, TO KEEP HER FROM LEARNING THE *TRUTH?*

WHAT WOULD YOUR FIANCE *DO*...

...IF SHE FOUND OUT HER LOVER IS *THE MAN-WOLF!*

AND SUDDENLY IT ALL COMES FLOODING BACK: THE MADNESS HE'S TRIED SO HARD TO FORGET...

...A MADNESS WHICH CAN NEVER BE FORGOTTEN!

FOR PERHAPS THE THOU-SANDTH TIME, HE REMEMBERS THAT TERRIBLE NIGHT WHEN HE ALMOST KILLED HIS FIANCÉE...

...AND WAS STOPPED ONLY BY THE INTERVENTION OF SPIDER-MAN.*

* SPIDEY #125.--ROY.

KRISTINE WAS IN A STATE OF SHOCK: SHE NEVER RECALLED THAT NIGHT-MARISH BATTLE...BUT JOHN JAMESON DID, AND DOES...

THE MOON-STONE WHICH CAUSED HIM TO BECOME HALF-MAN, HALF-WOLF IS GONE NOW...

...BUT THE MEMORY OF THE HORROR IT BROUGHT STILL REMAINS...

...AND STILL HAUNTS JOHN JAMESON'S EVERY WAKING HOUR!

I BETTER GET YOU A TAXI, SWEETHEART.

RIGHT NOW, I FEEL LIKE WALKING A WHILE... OKAY?

ALL RIGHT, JOHN... BUT PLEASE TAKE CARE OF YOURSELF.

I WORRY YOU, YOU KNOW.

SURE, HONEY.

I KNOW.

ALONE NOW, HE WALKS IN SILENCE THROUGH THE DARKENED STREETS.

ONCE HE WAS AN ASTRONAUT, TRAINED TO PROBE THE MYSTERIES OF THE UNKNOWN.

NOW HE WANTS ONLY TO FORGET THE UNKNOWN...

...SOMETHING WHICH WILL BE DENIED HIM THIS EVENING...

...AND PERHAPS FOR ALL TIME!

AARRGHH!

THE PAIN... IT'S COMING BACK! BUT THAT'S IMPOSSIBLE...

I DON'T HAVE THE MOON-STONE ANYMORE. WITHOUT IT, THERE'S NO CURSE... OR IS THERE?

LORD, NO! DON'T LET IT START AGAIN! PLEASE... DON'T LET IT HAPPEN AGAIN!

MEANWHILE, SEVERAL BLOCKS CROSSTOWN...

HOOHAH! JUST WHAT I'VE BEEN LOOKING FOR.

CROOKS-- ESCAPING FROM THAT JEWELRY STORE!

THE WAY THIS TOWN'S BEEN SLEEPING LATELY, I HAVEN'T GOTTEN MY QUOTA OF PHOTOS FOR THE DAILY BUGLE-- SOOOOO--

IT'S WEB-SLINGING TIME!

:URRRRKK!:

:YEEEOUP!:

GREAT! WE SPEND WEEKS SETTIN' UP THIS SNATCH--

--AND THEN SOME JERK IN LEOTARDS HASTA RUIN EVERYTHING!

LOOK, FELLA, WHEN YOU CAME INTO THIS BUSINESS, YOU ACCEPTED CERTAIN RISKS.

ONE OF THEM IS THE RISK OF BEING CAUGHT--

OR DID YOU REALLY BELIEVE IT'D BE ALL SWEETNESS AND LIGHT?

:OOOOF!:

SIX SECONDS LATER...

SURE, I BOUGHT THE GAME, PAL-- ALL THE RISKS, THE HANG-UPS.

BUT I NEVER FIGURED ON YOU-- AN' ALL THE REST OF YOU SUPER-GOONS.

YOU GUYS ARE SPECIAL. WE DON'T HAVE A CHANCE AGAINST YA.

DOES THAT GIVE YA SOME KIND OF THRILL?

I MEAN, WHAT'S IN IT FOR YOU? A COP, I CAN UNDER-STAND..

--HE'S PAID TO BRING US DOWN.

BUT WHAT ABOUT YOU, PUNK?

WHAT ABOUT YOU?

IT'S A QUESTION THAT GOES UNANSWERED, THOUGH NOT UNHEEDED; AND, AS OUR COLORFULLY-COSTUMED HERO SWINGS ACROSS TOWN, FINALLY REACHING THE DAILY BUGLE, WHERE HE CHANGES TO PETER PARKER, HE HIMSELF WONDERS...

...WHY DOES HE GO AFTER PENNY-ANTE CROOKS, ANYWAY?

G'EVENING, FRED. ANYONE STILL UP-STAIRS?

JOE ROBERTSON, I THINK.

HE'S ONE CITY EDITOR WHO BURNS HIS CANDLE AT BOTH ENDS.

SHORTLY...

WELL, HELLO, MR. PARKER ...I WAS WONDERING WHEN WE'D SEE YOU AGAIN.

I WAS JUST LEAVING. GOT ANY-THING HOT?

A FEW PICS OF SPIDER-MAN GRABBING A GROUP OF JEWEL-THIEVES. OTHER-WISE... NOTHING.

YOU KNOW HOW IT IS, ROBBIE. MANHATTAN'S BEEN PRETTY QUIET THESE PAST FEW DAYS.

DON'T I KNOW IT, SON. SAY... COME ON BACK TO MY OFFICE A MINUTE.

I'VE GOT SOMETHING INTERESTING TO SHOW YOU.

...THIS. THE WIRE SERVICE SENT US THESE PRINTS A COUPLE OF HOURS AGO. IT SEEMS THERE'VE BEEN SOME STRANGE HOMICIDES OCCURRING ALONG THE EASTERN SEABOARD...

...IN A PATTERN THAT THAT APPARENTLY LEADS TOWARD NEW YORK.

FAR OUT. WHAT'S THE MURDERER'S M.O.?*

SEE FOR YOURSELF, PETER.

*METHODS OF OPERATION. --RT.

"EVERY VICTIM WAS DISCOVERED DRAINED COMPLETELY OF **BLOOD**... AND POSSESSING TWO SMALL **PUNCTURE WOUNDS** ON THE NECK...

"...AS THOUGH THEY'D EACH BEEN **BITTEN** BY A LARGE ANIMAL!

"PRETTY **GRISLY**, HMM?"

AND THAT'S NOT **ALL**, PETER.

AN AMATEUR PHOTOGRAPHER IN **JERSEY CITY** MANAGED TO SNAP A PICTURE OF A MAN LEAVING THE SCENE OF ONE MURDER--

--**THIS** MAN.

RECOGNIZE HIM?

"YOU **WOULDN'T**, OF COURSE. FEW PEOPLE WOULD, HE'S **CHANGED** SO MUCH.

"I MET HIM **ONCE**, DURING A **MEDICAL CONVENTION** I COVERED WHEN I WAS A REPORTER YEARS AGO...

"HIS NAME IS **MICHAEL MORBIUS**, AND ACCORDING TO ALL RELIABLE REPORTS... HE **DIED** THIRTEEN MONTHS AGO AT SEA."

MORBIUS WAS A **BRILLIANT** RESEARCH SCIENTIST, PETER-- HE SPECIALIZED IN DISEASES OF THE **BLOOD**, AND RUMOR HAS IT HE WAS **DYING** OF SUCH A DISEASE **HIMSELF**.

AS I SAY, HE **DISAPPEARED** A YEAR AGO AND WAS PRESUMED **DEAD**.

YOU CAN IMAGINE WHAT A **STORY** IT'LL MAKE IF HE TURNS OUT TO BE **ALIVE**--

--**AND** A MURDERER. WHAT DO YOU WANT **ME** TO DO, ROBBIE?

BUT, BEFORE THE DAILY BUGLE'S QUIET-SPOKEN CITY EDITOR CAN **REPLY**...

I **THOUGHT** I HEARD VOICES OUT HERE.

IF IT ISN'T **PETER PARKER**, MY OWN FAVORITE **PHOTOGRAPHER!**

UH-OH... MY OWN FAVORITE PUBLISHER, **J. JONAH JAMESON!** I'M IN FOR IT **NOW!**

HOWEVER, MUCH TO **PETER'S SURPRISE**...

IF THERE'S ANY-THING YOU WANT, **ANYTHING AT ALL**, JUST LET ME KNOW.

MY BOY, I JUST WANT YOU TO KNOW-- I'VE ALWAYS THOUGHT THE **WORLD** OF YOU.

PROMISE YOU'LL **DO** THAT, PETER. **PROMISE?**

AH-ER--**SURE**, JJJ. ANYTHING YOU **SAY**.

THAT'S THE BOY. KEEP UP THE GOOD *WORK*, PETER.

I'M BEHIND YOU *ONE THOUSAND PERCENT!*

THANKS...ER... I *THINK*.

WHAT'S WITH *JAMESON*, ROBBIE?

HE'S ACTING LIKE A *HUMAN BEING*.

THEN YOU HAVEN'T *HEARD*, PETER? I THOUGHT BETTY BRANT WOULD HAVE *PHONED* YOU ABOUT IT.

YOU'VE BEEN NOMINATED FOR *PHOTOGRAPHER OF THE YEAR*.

IT MAY BE *PREMATURE*... BUT *CONGRATULATIONS*, SON. YOU'VE EARNED IT.

LET'S DEAL WITH THAT BIT OF NEWS LATER.

FOR NOW, WE HAVE OTHER CONCERNS...

CHIEFLY: JONAH JAMESON'S SON, WHO, TO SAY THE LEAST, IS ACTING A LITTLE STRANGELY...

PAIN... POUNDING THROUGH MY *SKULL*. I CAN BARELY *THINK*...

COFFEE... MAYBE SOME COFFEE'LL CLEAR MY *HEAD*.

HEY, BUB-- CAN'T YOU *READ*?

THE SIGN ON THE DOOR SAYS "*CLOSED*".

LOOK, YOU'VE GOT TO *HELP* ME... I NEED SOME COFFEE... I NEED IT *BADLY*...

IT'S A MATTER OF LIFE AN'... *:UNNNHH!:*

CRASH!

BUB, I DON'T CARE IF IT'S A *NATIONAL EMERGENCY*.

NINE O'CLOCK COMES, I GO *HOME*, YOU DIG?

SAY... WHAT *IS* THIS? YOUR HAIR... IT'S TURNING SOME KINDA *WHITE*...

Y-YOU'RE CHANGING... *CHANGING...!*

YES, JOHN JAMESON IS CHANGING... HAS CHANGED... INTO THE MONSTER CALLED...

KRRRGGH

MAN-WOLF!

AND THE HAPLESS WAITRESS'S REACTION IS STRONG AND IMMEDIATE:

BRIEFLY: SHE SCREAMS!

EEEEEEEEE

LIKE THE BEAST HE RESEMBLES, THE MAN-WOLF FLEES THROUGH THE NIGHT... A GAUNT, HAUNTED FIGURE PADDING THROUGH THE GUTTERS AND BACK-ALLEYS OF THE CITY...

BUT UNLIKE THAT BEAST, THE MAN-WOLF'S FLIGHT SEEMS TO HAVE A GOAL...

IN FACT, HE SEEMS UNCANNILY DRAWN THROUGH THE DARKNESS... DOWN ONE STREET, ACROSS AN AVENUE... UP A DESERTED LANE...

UNTIL, AT LAST, HE COMES HERE...

HERE... TO A ANCIENT BUILDING IN MANHATTAN'S WEST SIDE WAREHOUSE DISTRICT... A LONELY SENTINEL OVERLOOKING THE WATERFRONT, BUT SCANT YARDS FROM THE HUDSON RIVER...

HE ENTERS. PAUSES. SNIFFS. THE SCENT IS STRANGE...

STRANGER STILL IS THAT WHICH BROUGHT HIM HERE...

FOR, THE MAN-WOLF DOESN'T KNOW WHY HE'S COME TO THIS PLACE... IT'S AS THOUGH SOME ALIEN POWER HAS SUMMONED HIM... AND THIS MAKES THE MAN-WOLF ANGRY...

AND, ANGRY, HE TURNS AS HE SCENTS SOMETHING BEHIND HIM...

SOMETHING... OR SOMEONE!

CLIK!

WELCOME, JOHN JAMESON.

DON'T LOOK BEHIND YOU, FOR I'M NO LONGER THERE...

RATHER... I'M *HERE.*

CONFUSED? *EXCELLENT.* THAT'S PRECISELY THE WAY I WANT YOU, MY FRIEND...

NOW... GLANCE *ABOVE* YOU, MAN-WOLF...

GLANCE ABOVE... *AND MEET YOUR MASTER!*

RRRRRGH

TOGETHER WE WILL MAKE A *FORMIDABLE TEAM,* MY LUPINE FRIEND!

YOU, THE MENACING *MAN-WOLF...* AND I, MICHAEL *MORBIUS...*

THE LIVING VAMPIRE!

AND IF YOU HAVEN'T GUESSED BY NOW, THE TITLE OF THIS CHAPTER HAS GOT TO BE:

DUEL OF THE DEMON DUO!

(OR SOMETHING A GOOD DEAL LIKE IT!)

RRRGGH!

CHAPTER 2

FOR SEVERAL MOMENTS, NOTHING HAPPENS; THE MAN-WOLF STANDS STARING, A LOW GROWL RUMBLING IN HIS THROAT. THEN, SUDDENLY.. HE LUNGES, THE GROWL A ROARING SNARL, HIS FANGS FLASHING IN THE YELLOW LIGHT..

RRRGHH!

IT'S AN ATTACK EASILY AVOIDED--

--THOUGH NOT WITHOUT RESULTS!

SO. APPARENTLY MY CONTROL IS NOT ABSOLUTE.

VERY WELL, MAN-WOLF--I'LL STRENGTHEN THAT CONTROL--

--AND LOCK YOU MORE FIRMLY TO MY WILL--TILL YOU HAVE NO CHOICE BUT TO AID ME IN MY QUEST!

AGAIN, THE MAN-WOLF LUNGES, AND AGAIN, MORBIUS AVOIDS THAT LUNGE, HIS BODY ALMOST FLOATING AWAY, HIS WEIGHT NEGLIGIBLE BECAUSE OF HIS HOLLOW BONES--

RRAGHH

THAK!

--WHICH ALLOWS HIM TO SWING BEHIND THE UNWARY BEAST--AND STRIKE WITH A FORCE DENIED NORMAL MEN!

NOW, JOHN JAMESON... YOU AND YOUR ACCURSED MOON-STONE WILL BE REUNITED...

AND THEN WE SHALL SEE WHO COMMANDS... AND WHO OBEYS.

--THERE WILL BE TIME, AT LAST, FOR OTHER THINGS--!

FOR, WITH THAT STONE AROUND YOUR HAIRY NECK ONCE MORE-- AND ITS RADIATION WEAKENING THE VERY FABRIC OF YOUR SOUL--

AARRRR!

SWAK!

I'VE *MISJUDGED* YOU, MAN-WOLF. YOU RECOVERED MORE QUICKLY THAN I'D *EXPECTED.*

STILL, IF MY MASTERY OVER YOU IS TO BE *COMPLETE,* THERE IS SOMETHING I MUST *DO*--

--AND DO IT I SHALL, FIRST BY PUTTING *DISTANCE* BETWEEN US--

--THEN BY *CLOSING* THAT DISTANCE, BEFORE YOUR WOLF'S BRAIN CAN REACT--

--AND THUS *STRIKING*--

ARRAR!?

--AS ONLY *MORBIUS* CAN!

DONE.

YOUR BLOOD IS *MINE,* MAN-WOLF...

...AND SO, FOR THE NEXT FEW HOURS YOU'LL *SLEEP*... AND WHEN YOU WAKE THIS NEXT EVENING, YOUR MIND WILL *NO LONGER* BE YOUR OWN... YOUR WILL, *NO LONGER* IN YOUR CONTROL.

YOU SHALL BE *MINE,* JOHN JAMESON.

AND WITH YOUR UNWITTING AID... MORBIUS WILL SUCCEED IN THIS, HIS MOST *CONSIDERED PLAN!*

WE'LL HAVE TO WAIT A WHILE TO LEARN JUST **WHAT** THAT PLAN IS; RIGHT NOW, THERE'S A MEMBER OF OUR CAST WE SHOULD **CATCH UP** ON, MOVING AHEAD TO THE FOLLOWING MORNING...

OUR VERY OWN FAVORITE WEB-SLINGER-CUM-**PART-TIME-PHOTOGRAPHER**...

...AND **FULL-TIME** COLLEGE STUDENT...

PETER PARKER!

SO, **MORBIUS** IS BACK IN TOWN, IS HE? THAT'S **TERRIFIC**. THIS SEEMS TO BE MY WEEK FOR RETURNED **BADDIES**, WHAT WITH THE **MOLTEN MAN** AND DOC OCK...

IT'S ENOUGH TO GET A FELLA **DOWN!**

AND ON **TOP** OF ALL THAT, THERE'S THIS **OTHER** THING--WHAT THAT CROOK I CAUGHT LAST NIGHT **SAID** TO ME:

DO I PLAY SPIDER-MAN FOR **THRILLS**? IS **THAT** ALL IT MEANS?

IF IT IS ...THEN I'M ONE VERY **SICK** SUPER-HERO!

ABRUPTLY, PETER'S PONDERINGS ARE INTERRUPTED, AS...

HEY, PETE--WHAT'S **HAPPENING**?

WE'VE BEEN SCOUTING THE CAMPUS FOR YOU FOR **HOURS**, HANDSOME.

GOT A MOMENT FOR YOUR **PALS**?

NOT RIGHT **NOW**, MARY JANE.

I'M LATE FOR PROFESSOR THOMPSON'S CLASS AS IT **IS**.

HUH? HEY, TIGER--ARE YOU IN A **CLOUD** OR SOMETHING?

YOU'VE GOT HIS CLASS ON **MON-DAYS**... AND TODAY'S **TUESDAY**--OR HAVE I BEEN MISSING SOME-THING?

SORRY, MJ... GUESS I **AM** A LITTLE WIPED OUT.

IT'S JUST THAT I'VE GOT A FEW THINGS ON MY **MIND**... SOMETHING I'VE GOT TO MAKE **SENSE** OF, FOR MYSELF. OKAY?

SURE, HANDSOME.

WE JUST WANTED TO KNOW IF YOU WERE **DOING** ANYTHING THIS WEEKEND.

NO **PLANS**. WHY?

WE WERE FIGURING ON A BUNCH OF US GOING **OUT** TOGETHER.

OKAY BY **YOU**, PARKER?

NO SWEAT, FLASH.

FUN'S MY MIDDLE **NAME**.

THERE GOES ONE VERY **STRANGE** COLLEGE STUDENT, MISS WATSON.

I NEVER UNDERSTOOD WHAT YOU **SEE** IN HIM.

WHAT'S TO **SEE**, FLASH?

HE'S JUST YOUR NORMAL **NICE GUY**, THAT'S ALL. I THINK...

SUNSET: AND AS THIS DAY, TOO, SLIDES INTO A DAMP MANHATTAN EVENING, WE RETURN TO THE WEST SIDE WAREHOUSE WE ENCOUNTERED EARLIER...

...WHERE WE FIND THINGS MORE OR LESS UN-CHANGED..

...SINCE MICHAEL MORBIUS IS NOT WHAT ONE WOULD CALL A DAYTIME PERSON...

AWAKE AT LAST, EH, JOHN JAMESON?

GOOD. IT'S TIME WE TALKED.

YOU-- YOU KNOW MY NAME? HOW--?

COME, COME, MY FRIEND-- I'M NOT AN IDIOT.

IT WAS A SMALL MATTER TO DEDUCE THE FACTS OF YOUR CASE FROM THE EVIDENCE AT HAND. I KNOW EVERYTHING-- WHICH IS WHY I'VE PROVIDED YOU WITH YOUR PROTECTIVE UNIFORM, TO SHIELD THE MOON'S MORE POTENT RAYS.

YOU MUST HAVE STOLEN IT FROM MY APARTMENT.

BUT THE MOON-STONE...

WHERE COULD YOU HAVE GOTTEN THAT?

THAT WAS SIMPLICITY ITSELF, DEAR BOY.

AS I SAY, I DIAGNOSED YOUR PROBLEM AT ONCE--

"--THAT FIRST DAY WHEN I READ OF YOUR...ACCIDENT... IN YOUR FATHER'S NEWS-PAPER, I WAS IN THE SOUTH AT THE TIME...

DAILY BU

PUBLISHER'S SON ATTACKED BY WOLF-CREA

"...BUT I CAME NORTH IMMEDIATELY. I'M A SCIENTIST, JAMESON; I RECOGNIZED THE SYMPTOMS OF YOUR AFFLICTION, A THEO-RETICAL DISEASE DISMISSED BY THE ORTH-ODOX FOOLS WHO CALL THEM-SELVES DOCTORS.

"I FOUND A DRUNKEN SOT WHO'D WITNESSED YOUR BATTLE WITH SPIDER-MAN...

"HE TOLD ME HOW THE WALL-CRAWLER HAD TORN OFF THE GEM AROUND YOUR NECK, AND THROWN IT INTO THE EAST RIVER.

"FINDING IT WAS THE ONE BIT OF LUCK IN THE ENTIRE OPERATION..."

...BUT *USING* IT, WAS *NOT*. I FOLLOWED YOU, JOHN. EVERYWHERE YOU WENT I WAS BUT A STEP *BEHIND* YOU WITH THE MOON-STONE.

...UNTIL AT LAST YOU *TRANS-FORMED*... TO BECOME MY *SLAVE!*

ITS RADIATION *AFFECTED* YOU, SLOWLY BUT *SURELY*...

BUT, *WHY*, MORBIUS? WHY'D YOU *DO* THIS TO ME?

FOR A MOST *SELFISH* REASON, I ADMIT.

TO SAVE MY *LIFE*.

YOUR LIFE? WHAT ABOUT *MINE*, MORBIUS?

DON'T YOU REALIZE WHAT YOU'VE *DONE*?

YOU'VE *DOOMED* ME...THESE *BITES*, THIS *COLLAR*...

NECESSARY, JAMESON, WE ARE *BOTH* AFFLICTED, YOU AND I... BUT MINE IS THE MORE *HORRIBLE* AFFLICTION.

YOU CAN NEVER KNOW THE *NIGHT-MARE* OF BEING A VAMPIRE, MY FRIEND..

IT'S A NIGHT-MARE I MUST END-- OR GO *MAD!*

I'VE GOT *ANOTHER* NIGHTMARE FOR YOU, MORBIUS.

THE CHANGE-- IT'S--IT'S *BEGINNING--NOW!*

SO IT DOES.

AND AS THE MOON LIFTS OVER THE NEW YORK SKYLINE...

ARRRRRR

...JOHN JAMESON EXPERIENCES ANEW HIS TERRIBLE METAMORPHOSIS... INTO THE MAN-WOLF!

AND WHEN THE MOMENT IS PAST...

COME, MAN-WOLF, WE *LEAVE* NOW, EACH TO ATTEND OUR SEPARATE *TASK*.

THERE IS A *COLLEGE CAMPUS* WE MUST VISIT--

--WHERE WE WILL HAVE OUR MEETING-- WITH *DESTINY!*

THAT'S ALL FOR PART TWO, FOLKS. FOR THE THIRD CHAPTER OF STORY, KINDLY FLIP TO THE FOLLOWING PAGE

IT'S BEEN A LONG DAY FOR PETER PARKER.

AND THOUGH THE DAY'S NOW OVER--

--OUR HARRIED HERO'S DUTIES, SADLY, ARE NOT.

HAVEN'T BEEN ABLE TO GET MY MIND OFF MORBIUS SINCE LAST NIGHT.

I KEEP WONDERING-- WHY HAS HE COME BACK TO NEW YORK?

IT DOESN'T MAKE ANY SENSE. I BEAT HIM TO A STANDSTILL THE LAST TIME WE--

OH, NO! NO!

WHEN THE VAMPIRE STRIKES

CHAPTER 3

IT'S MORBIUS-- AND THE MAN-WOLF! I DON'T KNOW HOW-- OR WHY-- BUT THEY'RE A TEAM!

BUT--WHAT DO THEY WANT HERE? AND HOW CAN I STOP THEM FROM GETTING IT?

MR. PARKER... IT LOOKS LIKE IT'S GOING TO BE ONE OF THOSE LONNNNNG NIGHTS!

WAIT A SECOND. IT JUST HIT ME. THIS IS WHAT THE CRIME-FIGHTING SCHTICK IS ALL ABOUT.

NOT GRABBING A FEW SMALL-TIME HOODS SO I CAN GET SOME PHOTOS FOR JJJ...

...BUT STOPPING REAL MENACES...CHARACTERS TOO DANGEROUS FOR A COP TO HANDLE... TOO POWERFUL...TOO DEADLY!

THIS IS WHAT I SHOULD BE DOING--

THIS IS WHAT MY SPIDER-POWERS ARE FOR!

IT'S TAKEN ME TIME TO FIGURE THAT OUT--

--AND NOW THAT I HAVE--I WONDER WHY IT DIDN'T OCCUR TO ME BEFORE?

GUESS I'LL JUST HAVE TO PUZZLE THAT ONE OUT LATER!

HEADS UP, HAIRY. YOU AND I HAVE GOT BUSINESS TOGETHER.

AND AFTER I'VE HANDLED YOU--

IT'LL BE MORBIUS' TURN!

IMBECILE! YOU'VE REACTED EXACTLY AS I EXPECTED! YOU'RE NOTHING BUT PUTTY IN THE HANDS OF MORBIUS!

ARRRR

WHOOPS! FEELING A LITTLE FRISKY TODAY, AREN'T WE, BUNKIE?

WELL, THAT'S OKAY WITH ME--

ARRRR

--PROVIDED YOU DON'T GET TOO FRISKY.

AND TO MAKE CERTAIN YOU DON'T-- I'LL JUST SHOOT A LITTLE WEBBING TO--HUH? MISSED--?

UH-OH... I'VE MADE A *BAAAAD* MISTAKE! I'VE BEEN TOO *CONFIDENT*...

I *FORGOT* I'M NOT DEALING WITH A SLIGHTLY-PSYCHO *JOHN JAMESON*... BUT WITH A REAL, LIVE *WEREWOLF*...

ARRRRRR

AND IF I'M NOT INCREDIBLY *LUCKY*--

SLAK!

--THAT *COULD* TURN OUT TO BE THE LAST MISTAKE I'LL EVER *MAKE!*

THAT LAST SWIPE-- *STUNNED* ME!

GOT TO GET MY *BEARINGS*-- PULL MYSELF TO-GETHER--

ARR

RR

-- BEFORE IT'S--

--TOO *LATE!*

LIKE A CAT TWISTING IN MID-AIR, SPIDEY SUDDENLY, *REFLEXIVELY*, JERKS HIS FEET AROUND--

--*BRACES* HIMSELF--

SMAK!

--AND *LANDS*, AS ONLY A HUMAN *SPIDER* CAN!

BUT BEFORE HE CAN REGAIN HIS FOOTING...

ARRRR

CRASH!

REALLY HOSTILE, AREN'T YOU?

I WISH I KNEW WHY YOU AND MORBIUS WERE HERE-- MAYBE THAT'D GIVE ME AN IDEA HOW TO PLAY THIS SCENE--

RGGHHH!

--'CAUSE RIGHT NOW, THE ONLY THING I'M SURE OF, IS THAT YOU WANT ME DEAD!

I'M SORRY, PAL, BUT THAT'S ONE THING I CAN'T GIVE YOU. OKAY?

ARRR?

AH, I KNEW YOU'D UNDERSTAND.

TWIT!

IT'S NO USE. EVERY TIME I THROW HIM, HE POPS RIGHT BACK UP AGAIN.

IF ONLY I COULD FIGURE THIS THING OUT-- LEARN HOW JAMESON FOUND THAT MOON-STONE OF HIS--AND WHY!

THERE ARE JUST TOO MANY UNANSWERED QUESTIONS--

--AND IF I WANT TO LAST TILL MORNING, I'D BETTER START FINDING OUT THE ANSWERS--!

YOO-HOO, HANDSOME-- OVER HERE.

WHAT'SA'MATTER, DON'T YOU WANT TO PLAY ANYMORE?

THAT'S THE BOY.

KEEP LEAPING BEFORE YOU LOOK, AND THIS MESS WILL BE OVER IN NO TIME!

ARRRR!

ARRRR?

ALONE-- YET NOT ALONE, FOR HIS SENSITIVE NOSTRILS SCENT HIS FOE, SO VERY NEAR HIM-- YET SEEMINGLY INVISIBLE.

SO THERE YOU ARE! I WAS WORRIED I'D LOST YOU.

HAD ENOUGH, BUNKIE?

FOR AN INSTANT, THE MAN-WOLF FREEZES. SUDDENLY, HE'S ALONE IN THE CLEARING--

SLOWLY, THE MAN-WOLF'S RAGE BUILDS; AND THEN, ABRUPTLY--

OR ARE YOU READY FOR SOMETHING REALLY STICKY?

ARRRR

I THOUGHT SO. COME RIGHT AHEAD, WOLFIE--

--HAVE I GOT A SURPRISE FOR YOU!

HOWWL

SO MUCH FOR *YOU*, MAN-WOLF. MY WEBBING'LL HOLD YOU FOR *AT LEAST* AN HOUR.

IN THE MEANTIME, I'LL CHECK OUT THAT *BUDDY* OF YOURS--

--SINCE I'VE GOT A NOT-TOO-ORIGINAL *HUNCH* THAT MORBIUS IS THE JOKER *BEHIND* THIS EVENING'S FUN-AND-GAMES.

I'VE *ALSO* GOT A HUNCH WHERE I'LL BE ABLE TO *FIND* HIM...

...RIGHT HERE IN THE *MEDICAL LAB*... IN THE *BLOOD RESEARCH CENTER!*

THE *LAST* TIME MORBIUS AND I FOUGHT, HE WAS TRYING TO KIDNAP ONE OF THE *PROFESSORS*.. AN OLD *COLLEAGUE* OF HIS WHO'D SPECIALIZED IN *HEMOTOLOGY.**

* IN *MARVEL TEAM-UP* #3&4.--RT.

BUT *THAT* PROFESSOR'S GONE... WHICH MEANS HE'LL BE AFTER *YOU*, DOCTOR WARD.

YOU *ARE* DOCTOR HAROLD WARD, HEAD OF HEMO-TOLOGICAL RESEARCH, *AREN'T* YOU?

WHAT? *MY GOODNESS* -- YOU'RE THAT *SPIDER-*FELLOW, THE ONE IN THE *NEWS-PAPERS*--!

I *COULD* JUST BE YOUR FAIRY *GOD-FATHER*, DOC.

ARE YOU *ALONE?*

Q-QUITE!

TELL ME, SIR-- HAVE YOU EVER HEARD OF A MAN NAMED *MICHAEL MORBIUS*?

AND WHILE YOU'RE ANSWERING *THAT*, JUST WHAT IS IT YOU'RE *WORKING* ON HERE?

I *HAVE* HEARD OF MICHAEL, YES-- AND AS FOR MY *PROJECT*--

IT'S QUITE *SIMPLE*. EVERY DAY, PEOPLE DIE FROM *LEUKEMIA*, A CANCER OF THE BLOOD.

I'VE DEVELOPED A PROCESS TO COMPLETE-LY *REPLACE* A PERSON'S BLOOD--

IT'S ONLY *EXPERIMENTAL*, OF COURSE-- BUT THERE'S *PROMISE* THAT IT WILL-- *WAIT!*

WHERE ARE YOU *GOING?*

IF MORBIUS ISN'T *HERE*, I'VE GOT NO BUSINESS BEING HERE *EITHER*, SIR--

--SO IF YOU'LL EXCUSE ME, THERE'S SOMETHING ELSE I SHOULD ATTEND TO BEFORE SPINNING MY WAY *HOME!*

*BUT, WHEN OUR WEB-SLINGING HERO **COMPLETES** HIS CROSS-CAMPUS JOURNEY, HE FINDS--*

THE MAN-WOLF'S *GONE!*

NOW *THAT'S* WEIRD. MY WEBBING'S STRONG ENOUGH TO HOLD EVEN *HIM*--UNLESS--

UNLESS HE HAD *HELP*-- UNLESS SOMEONE *WANTED* THE MAN-WOLF FREE-- AND WANTED ME *HUNTING* HIM.

MAYBE I'LL DO JUST *THAT*, BUT NOT *HOW* THAT SOMEONE EXPECTS--

--OR *WHEN.*

*AND SO, AN HOUR **LATER**, AS THE LAST STRAGGLING STUDENTS LEAVE THEIR IVY TOWERS--*

*--IN ONE **PARTIC-ULAR** TOWER, THE LIGHTS STILL BURN--*

*--AND A MAN STILL **WORKS**, UNTIL--*

GOOD EVENING, PROFESSOR WARD. I'VE BEEN *ANTI-CIPATING* THIS MOMENT FOR SOME TIME...

WHAT? WHO--?

THE NAME IS *MORBIUS*, PROFESSOR WARD.

I'M QUITE AN *ADMIRER* OF YOURS, A TRUE STUDENT OF YOUR *WORK*. YOU AND I ARE GOING TO HAVE A LITTLE *DISCUSSION* ABOUT THAT WORK...

AND I *ASSURE* YOU... WE'LL BE *QUITE* UNDISTURBED!

BUT-- WE HEARD YOU WERE *DEAD!* WHERE IN HEAVEN'S NAME HAVE YOU *BEEN*, MAN? AND WHAT DO YOU WANT FROM *ME?*

I'VE BEEN IN *HELL*, PROFESSOR WARD...

AND I'VE COME TO *YOU* TO *RELEASE ME!*

SORRY, MORBIUS--

--BUT THE KIND OF RELEASE *YOU* NEED DOESN'T COME FROM *BIOLOGY PROFESSORS--!*

NO! IT ISN'T POSSIBLE!

AW, IN THIS DAY AND AGE, MORB, OLD CHUM, *ANYTHING* IS POSSIBLE!

OKAY, PROFESSOR-- YOU'D BETTER *SPLIT.*

--AND THIS PLACE WON'T BE SAFE FOR *BYSTANDERS!* DIG?

COMPLETELY.

JUS-JUST BE *CAREFUL!* THE EQUIPMENT IN THIS ROOM IS *IRREPLACEABLE!*

WITHOUT IT, I'LL BE SET BACK *TWO YEARS!*

I'VE A HUNCH MORB AND I WILL BE *CUTTING UP* A BIT IN THE NEXT FEW MINUTES--

OH, I'LL BE CAREFUL, PROFESSOR. IT'S *MORBIUS* I'M WORRIED ABOUT. JUDGING BY THE WAY HE'S TEARING MY WEBBING LIKE *TISSUE PAPER--*

RIPPP

SMASH!

--I'VE GOT A FEELING HE'S REAL MAD!

BLOW FOLLOWS BLOW; HAMMER-HARD FIST STRIKES STEELY JAW; AND STILL THE FIGHT CONTINUES--

KRASH!

A RAGING, ALMOST INSANE BATTLE THAT BUILDS--

THOOM!

--AND BUILDS--

--UNTIL SUDDENLY, LIKE A VOICE CRYING FROM THE DEPTHS OF A BOTTOM-LESS PIT:

THE EQUIPMENT! YOU FOOL--WE'VE DESTROYED IT!

WARD SAID THAT WITHOUT IT, HIS EXPERIMENT WAS USELESS--

--AND WITHOUT HIS EXPERIMENT, HIS DEVICE TO TOTALLY EX-CHANGE BLOOD FROM ONE MAN TO ANOTHER--

--WARD IS USELESS TO ME!

YOU'VE CAUSED ME TO DESTROY WHAT MIGHT BE MY LAST CHANCE, SPIDER-MAN...

SOMEDAY, I'LL PUNISH YOU FOR THAT--

SOMEDAY, I'LL MAKE YOU SUFFER AS I HAVE SUFFERED!

BUT THAT DAY MUST WAIT! TO STAY HERE LONGER WOULD BE POINTLESS!

YOU'VE WON THIS ROUND, WEB-SLINGER, DESPITE MY PLAN, DESPITE MY MOST CARE-FUL PRECAUTIONS TO DISTRACT YOU!

NEXT TIME, YOU MAY NOT BE SO LUCKY.

NEXT TIME--YOUR OPPOSI-TION COULD COST YOU--

--YOUR SOUL!

MEANWHILE...

LOOKS LIKE WE DID IT, PROFESSOR.

HE BELIEVED YOU? THE ENTIRE STORY--ABOUT THE EQUIPMENT, EVERYTHING?

YEP.

WITH ANY LUCK, HE'LL NEVER FIND OUT ABOUT OUR LITTLE LIE--THAT THE STUFF WE SMASHED UP WAS ONLY THE SPARE PARTS OF YOUR DEVICE.

KEEP IT UNDER YOUR HAT A WHILE, PROFESSOR.

I UNDER-STAND, MY FRIEND.

GOD GO WITH YOU.

AND WITH YOU, PROFESSOR. YOU'RE ALL RIGHT.

EPILOGUE: A HALF HOUR LATER, AND IN ANOTHER PART OF THE CITY, THE DAILY BUGLE'S PENURIOUS PUBLISHER RECEIVES AN UNEXPECTED VISITOR, AS...

HIYA, JJJ. MIND IF I DROP IN?

SPIDER-MAN! YOU'VE GOT A LOT OF NERVE, COMING HERE!

IT DID TAKE GUTS, I'VE GOT TO ADMIT.

I'M LOOKING FOR YOUR SON, JAMESON. I'VE GOT REASON TO BELIEVE HE'S TURNED INTO THE MAN-WOLF AGAIN.

LISTEN TO ME, YOU WALL-CRAWLING PUBLIC MENACE--

--YOU CAN TAKE YOUR REASONS AND YOUR BELIEFS, AND YOU CAN GET OUT OF HERE.

JOHN'S BEEN WITH ME ALL NIGHT...! WHAT DO YOU SAY TO THAT, PUNK?

ONLY THIS, JAMESON:

EITHER I'VE MADE A TERRIBLE MISTAKE, AND I'M SORRY--

--OR YOU'RE A BIGGER FOOL THAN I EVER THOUGHT YOU WERE-- AND YOU'RE THE ONE WHO'S GOING TO BE SORRY.

YOU-- AND YOUR SON.

J. JONAH JAMESON DOESN'T ANSWER; HE SIMPLY STARES, WAITING FOR SPIDER-MAN TO VANISH FROM VIEW...

...AND THEN HE WALKS SOFTLY TO A LOCKED DOOR, OPENS IT, AND ENTERS A DARKENED ROOM.

HE'S GONE, JOHN. ARE YOU ALL RIGHT?

JOHN JAMESON REMAINS SILENT, SLEEPING THE SLEEP OF THE DAMNED. FOR NOW, THE MOON IS DOWN. FOR TODAY, HIS CURSE IS OVER.

BUT TOMORROW...?

HEAVEN HELP THEM BOTH... WHAT ABOUT TOMORROW...?

EPILOGUE 2: A WEEK LATER...

PETER? ABOUT THAT AWARD. I'M SORRY, BUT IT SEEMS MY CONGRATULATIONS WERE PREMATURE.

FORGET IT, ROBBIE. IT'S NOT IMPORTANT.

I'VE GOT ENOUGH TO BE HAPPY ABOUT.

'CAUSE YOU SEE, I'M BEGINNING TO REALIZE-- NEXT TO SOME PEOPLE'S PROBLEMS--

--MY LIFE IS CHARMED--

--A REGULAR PICNIC, IF YOU KNOW WHAT I MEAN.

TUNE IN AGAIN NEXT ISSUE, GANG, WHEN WE FEATURE A WAY-OUT THRILLER WE CALL-- "THE NIGHT THEY TORE OLD NEW YORK DOWN!" SEE YOU THEN, FRANTIC ONES!

AN AWESOME APOLOGIA FROM OUR ERUDITE EDITOR:

Hi there. Roy here.

Remember that exquisite explanation I tossed at you in GIANT-SIZE SUPER-STARS #1, just a month ago, of how that mag was gonna be a 35¢ monthly mag, with three rotating features a la Colombo, McCloud, McMillan & Wife?

Well, it didn't work out.

Or maybe it did. Actually, it depends on how you look at it.

At the last minute—and long after my editorial itself had been sent out to our printer—publisher Stan Lee held a hurried mini-conference with Circulation Director John Ryan and Ye Editor.

Upshot: In order to keep each of our 35¢ mags on sale as long as humanly possible, it would be better if we made them three titles instead, on a quarterly frequency. Thus, instead of now holding in your hand a colorful copy of GIANT-SIZE SUPER-STARS #2, starring Spider-Man, you've just grabbed a collectors'-item fistful called GIANT-SIZE SUPER-HEROES #1, starring— oh, you've figured it out by now, huh?

One more correction, and then we'll let the little men in the white suits take us away:

In GSSS #1, we announced that our third big 35¢ hero feature was going to be a barbarian named Conan, who's become the smash-hit hero of the Seventies. Since then, though— as the current CONAN mag itself makes clear— we've added a title called SUPER-GIANT CONAN to our brand new line of 60¢, one-hundred-page extravaganzas, which, also includes the SUPER-GIANT AVENGERS and the SUPER-GIANT SPIDER-MAN Team-Up Book, appearing in exactly the reverse order of the way I named 'em.

So what're we gonna spotlight in our third big 35¢ hero title, on sale a few short weeks from now?

We thought you'd never ask—!

SPIDER-MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

™

YOU ARE BUT A SPIDER-MAN! I AM THE TARANTULA --AND MY TOUCH MEANS DEATH!

EXTRA! DON'T MISS THE SHOCKING RETURN OF A SURPRISE SUPER-VILLAIN— IN THIS ISSUE'S STARTLING LAST PANEL!

HE'S NOT KIDDING! IF ONE OF THOSE STEEL SPIKES CATCHES ME--I'LL BE SHREDDED!

DANGER IS A MAN CALLED TARANTULA!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *WRITER* * ROSS ANDRU *ARTIST* * F. GIACOIA & D. HUNT *EMBELLISHERS* * ARTIE SIMEK, *LETTERER* L. LESSMANN, *COLORIST* * ROY THOMAS *EDITOR*

DANGER IS A MAN NAMED... TARANTULA

SPRINGTIME IN MANHATTAN: PERHAPS THE CITY'S **BEST** SEASON...ONE DURING WHICH ITS PEOPLE COME **ALIVE**, AND FIND JOY IN **SIMPLE** PURSUITS... BICYCLE RIDING, STICKBALL, WANDERING IN CENTRAL PARK...

...AND, OF COURSE, TAKING A DAY-LONG **BOATRIDE** UP THE HUDSON RIVER, SUCH AS THE ONE LEAVING NOW FROM A WEST SIDE **DOCK**...

HUDSON R

...THE BOAT ON THE VERGE OF BEING **MISSED** ...BY YOUR FRIENDLY-NEIGHBORHOOD-**SPIDER-MAN!**

MOVE, HERO-MAN!

M.J. AND LIZ WILL *KILL* YOU IF YOU BLOW THIS TRIP.

AND WHICH IS *WORSE*? FACING A VILLAIN AS *SPIDEY*--

--OR CATCHING MARY JANE'S *WRATH* AS *PETER PARKER*?

GREAT. AS THOUGH I DIDN'T HAVE *ENOUGH* ON MY MIND AFTER THIS HASSLE WITH *AUNT MAY**... IT LOOKS LIKE I'M DOWN TO MY LAST *WEB-CARTRIDGE!*

CLINIC

*CATCH THE TITANIC FIRST ISSUE OF SUPER-GIANT SPIDER-MAN.--ROY.

HUDSON

GUESS I'LL JUST HAVE TO WAIT TILL *TONIGHT* TO PICK UP *MORE* WEBBING FROM MY APARTMENT...

VOTE ROW B

ABE BEAME

...SINCE THERE'S *NO WAY* I'LL HAVE TIME TO GRAB THE CARTRIDGES *NOW!*

BUT WHAT DO *I* CARE? ONCE I'M ON THAT BOAT, IT'S BYE-BYE SPIDEY FOR THE NEXT *EIGHT HOURS*...

AND AFTER THE NONSENSE I'VE BEEN THROUGH *LATELY*... I *NEED* A REST!

SIXTEEN SECONDS LATER...

THERE HE IS NOW!

GET A *MOVE* ON, PARKER! THE BOAT'S ABOUT TO *SAIL!*

YOU *HEARD* THE MAN, TIGER. *HUSTLE.*

BENJAMI

LINE

SORRY I'M LATE, GANG...BUT I HAD TO TAKE SOME **PHOTOS** OVER ON THE EAST SIDE.

THAT'S WHAT THE DAILY BUGLE **PAYS** ME FOR, CA**PEESH?**

YOU'RE **HERE,** PETEY. THAT'S ALL THAT **MATTERS.**

NOT TO MY EVER-LOVIN' **PUBLISHER,** LIZ. IF HE KNEW--

IF HE KNEW **WHAT,** PETE? THAT YOU'RE TAKING A DAY **OFF?**

WHAT KIND OF A SLAVE DRIVER **IS** J. JONAH JAMESON, **ANYWAY?**

OH...THE USUAL KIND, MJ. THE **USUAL** KIND.

GRINNING, PETER PARKER JOINS HIS FRIENDS ON THE **DECK** OF THE DECADE-OLD DAY LINER, WATCHING THE WATER CHURN AWAY FROM THE PROW OF THE BOAT AS THE CRUISER BEGINS ITS VOYAGE UP THE **HUDSON...**

...A VOYAGE WHICH WON'T BE AS **UNEVENTFUL** AS IT NOW MAY **SEEM...**

THAT'S ODD... MY **SPIDER-SENSE** IS TINGLING, WARNING ME THAT THERE'S **DANGER** SOMEWHERE NEAR....'

COULD THOSE **MEN** HAVE ANYTHING TO DO WITH IT?

NAH. THEY'RE **TOURISTS...** NOT **BADDIES.**

I'M PROBABLY ONLY SUFFERING A **DELAYED-REACTION** FROM ALL THE **EXCITEMENT** I'VE HAD RECENTLY... MY SPIDER-SENSE IS TWITCHING LIKE A MUSCLE YOU'VE **USED** TOO MUCH, THAT'S ALL.

I'M JUST **TIRED...** AND I'VE A **RIGHT** TO BE!

THE PAST FEW WEEKS, THINGS HAVE BEEN **EXPLODING** ALL AROUND ME...FIGURATIVELY AND **LITERALLY.**

I STILL CAN'T BELIEVE AUNT MAY WAS **REALLY** GOING TO MARRY DOCTOR OCTOPUS*...THAT HE PLANNED TO GET **RID** OF HER, ONCE HE TOOK JOINT TITLE OF A **URANIUM MINE** SHE'D INHERITED IN CANADA...

*IN SPIDEY #130.--R.T.

...AND THAT DOC OCK AND HIS ARCH-ENEMY, THE HAMMERHEAD, WERE BOTH **DESTROYED** IN A NUCLEAR EXPLOSION THAT TOOK THE ENTIRE ISLAND **WITH** IT... JUST AS AUNT MAY AND I **ESCAPED!***

*IN SPIDEY #131.--R.T.

"IT ALL STARTS TO RUN **TOGETHER** AFTER THAT. I'M NOT **REALLY** SURE WHICH HAPPENED FIRST: MY RETURNING AUNT MAY TO ANNA WATSON'S APARTMENT, WHERE SHE'S BEEN **RESTING** EVER SINCE...

"...OR **MOLTEN MAN'S** SUDDEN **REAPPEARANCE,** JUST A FEW **DAYS** AGO*...

*SPIDEY #132.--R.T.

"ONE THING I **AM** SURE ABOUT: WHEN I BUMPED INTO **LIZ ALLEN** ON THE STREET THE OTHER NIGHT, IT WAS THE FIRST TIME I'D SEEN HER SINCE **HIGH SCHOOL...**

"I'D ALWAYS WONDERED WHAT **HAPPENED** TO LIZ...

"...BUT I NEVER THOUGHT SHE'D BECOME A **NURSE...**"

...SO SHE COULD BE NEAR HER **STEP-BROTHER**...A GUY WHO TURNED OUT TO BE...THE **MOLTEN MAN!**

IT'S BEEN A **HECTIC** COUPLE OF WEEKS, I'VE GOT TO ADMIT. I'M JUST GLAD IT'S ALL **OVER** NOW... **HUH?**

WHAK

OVER? WEB-SLINGER, IN CASE YOU HAVEN'T GUESSED...IT'S **NEVER** "ALL OVER"! FOR...

THUD!

WHAP!

EEEEeeeee!

SOME SORT OF *FIGHT'S* BROKEN OUT ON THE *UPPER DECK!*

HEY, PARKER--THIS MAY BE A CHANCE FOR YOU TO CATCH SOME *NEWS PICS!*

NEWS PICS? FROM THE *LOOK* OF THINGS, FLASH--I DON'T THINK I'LL GET THE *OPPORTUNITY.*

THE *CREW* SEEMS TO HAVE THINGS PRETTY MUCH IN *HAND* --I *THINK!*

FORGET IT, PETEY--WE'RE BEING *HIJACKED!* I CAN SEE IT *NOW,* CAN'T *YOU,* TIGER?

"TAKE THIS BOAT TO *SAN JUAN!*"

IT'S GOT A REAL *RING* TO IT, HMMM, HANDSOME?

MAYBE LIZ IS *RIGHT.* THOSE SAILORS LOOK LIKE THEY COULD USE A *HAND...*

...AND IF SO, FLASH THOMPSON'S THEIR *MAN!*

MAYBE YOU FOLKS HAVE *FORGOTTEN,* BUT I WAS A MIDDLEWEIGHT *BOXING CHAMP* BACK IN HIGH SCHOOL...

...AND THERE'RE SOME TRICKS I LEARNED IN THE *ARMY* I'VE JUST BEEN *ITCHING* TO...

FLASH, *STOP!* YOU DON'T--

GET YOUR HAND *OFF* ME, PARKER. I KNOW *YOU'RE* TOO CHICKEN TO STAND UP AGAINST THESE BOZOS, BUT DON'T TRY TO STOP *ME* FROM--

ULP.

WOW, GANG! LOOK!

SEÑORES, SEÑORES...YOUR *ATTENTION,* PLEASE.

WE HAVE *DISPOSED* OF YOUR CREW, AS QUICKLY AND EASILY AS WE WILL DISPOSE OF ANY OF *YOU* WHO ARE FOOLISH ENOUGH TO *ATTACK* US.

IF YOU OBEY OUR COMMANDS, IF YOU FOLLOW OUR INSTRUCTIONS *EXPLICITLY,* YOU WILL NOT BE *HARMED.*

MY COMPANIONS AND I HAVE TAKEN CONTROL OF THIS *SHIP.* THEIR NAMES ARE *HILDAGO* AND *JUAN.*

MY NAME IS... *TARANTULA!*

I DON'T *BELIEVE* IT.

MJ, YOU THOUGHT YOU WERE *KIDDING...* BUT IT'S *TRUE!*

WE'VE BEEN *HIJACKED* BY A BUNCH OF *NUTTOS!*

I JUST *CAN'T* GET AWAY FROM IT, CAN I? SOME PEOPLE ARE ACCIDENT-PRONE...

ME, I'M *SUPER-VILLAIN-PRONE!* BETTER SLIP AWAY *NOW,* WHILE EVERYONE'S STILL TOO STARTLED TO NOTICE I'M *MISSING...*

...AND IF I HAVE ANY LUCK AT *ALL,* I'LL BE ABLE TO WIPE UP THESE CLOWNS BEFORE ANYONE SEES THAT PETER PARKER'S *GONE!*

HUH? *NOW* WHAT? SOUNDS LIKE THAT TARANTULA GOON IS BACK ON HIS *MEGAPHONE* AGAIN...!

UNDERSTAND, I HAVE NO WISH TO **HARM** ANY OF YOU...UNLESS **NECESSARY.**

I WISH ONLY YOUR **COOPERATION,** NOT YOUR **LIVES.** DO WE UNDERSTAND EACH OTHER?

YEAH...**WE** UNDERSTAND...

WE UNDERSTAND YOU GUYS ARE A BUNCH'A **CROOKS...**

...AN' THAT YA JUST **BEAT UP** SOME **BUDDIES** OF OURS!

IF WE HADN'T BEEN DOWN IN THE **ENGINE ROOM,** YOU SLOBS WOULD'A BEEN SWIMMIN' FOR **SHORE** NOW!

SO, SEÑOR ...WE MUST **FIGHT,** EH? **VERY WELL...**

EEYOW!

...I **PROMISE** YOU, IT WILL BE A FIGHT YOU'LL NOT SOON **FORGET**--ONCE YOU TASTE THE TARANTULA'S **STING!**

UMMPPHH!

WHOOPS! LOOKS LIKE I'M TEN SECONDS **TOO LATE!**

WHOEVER HE IS, THIS TARANTULA CHARACTER IS **DANGEROUS--**

--DEADLY DANGEROUS!

HE KICKED THAT SAILOR RIGHT OFF THE **DECK--** AND IT'S A SHEER DROP TO THE **WATER--**

--FIFTY FEET DOWN!

NOW WHAT DO I DO? THAT SAILOR MIGHT BE UNCONSCIOUS--**INJURED--** HE'LL NEVER MAKE IT TO SHORE--!

IF I DON'T **SAVE** HIM--HE COULD **DROWN!**

BUT IF I GO *AFTER* HIM-- WHAT ABOUT *TARANTULA*-- WHAT ABOUT THIS *SHIP*?

NO. I CAN'T *THINK* ABOUT THAT...I CAN'T LET A MAN *DIE*...

...NOT WHEN I'VE GOT A WAY TO *RESCUE* HIM...

...A PRETTY *TRICKY* WAY...

...BUT AT THE MOMENT, I'M NOT INCLINED TO BE *PICKY!*

THREE SECONDS: AND *ANOTHER* TWO SECONDS FOR HIM TO *ACT*--

THREE SECONDS:

I-I DON'T --*BELIEVE* THAT JUST-- *HAPPENED*--!

SO *DON'T* BELIEVE IT, FELLA.

JUST CATCH YOUR *BREATH*, OKAY?

*THAT'S ALL THE TIME IT'S **TAKEN** FOR THESE THOUGHTS TO FLY THROUGH OUR HERO'S **MIND.***

*--HARDLY ENOUGH TIME FOR THE PASSENGERS ABOARD THE DAY LINER TO DO MORE THAN **GAPE**, AND SOME OF THEM, **CRY OUT**--*

*--BUT **MORE** THAN ENOUGH TIME FOR A LEVEL-HEADED **WEB-SPINNER** TO SAVE A FOUNDERING SAILOR'S **LIFE!***

DID YOU *SEE* THAT? SPIDER-MAN... SPIDER-MAN WAS ON THIS *SHIP!*

AND HE *LEFT* US! OH, WOW! WHAT A *BUMMER!*

SAVE IT, M.J. SPIDEY'LL BE BACK-- YOU CAN *BET* ON IT!

RIGHT, PARKER? PARKER--?

FUNNY. PARKER WAS HERE A *MINUTE* AGO.

GUESS HE MUST BE OFF HIDING HIS *HEAD* SOMEWHERE. UNLESS...

NAH. NOT A *CHANCE.*

MEANWHILE...

PARDON ME IF I DON'T *STICK AROUND,* PAL.

I'VE GOT THAT *DAY LINER* TO TAKE CARE OF, WHILE IT'S STILL NEAR ENOUGH TO *SWING* TO. SOOO...

CLIK CLIK

OH *NO!*

I'D COMPLETELY *FORGOTTEN!* MY CARTRIDGES ARE *EMPTY--*

I'M OUT OF WEBBING!

FOR AN INSTANT, HE *PANICS.* HIS ARMS FLAIL, HIS BODY TWISTS *HELPLESSLY* THROUGH THE AIR.

THEN, TRAINED *REFLEXES* TAKE OVER, AND--

A MOMENT LATER...

FACE IT, FRIEND... YOU REALLY *BLEW* IT THIS TIME.

THOSE PEOPLE *NEEDED* YOU...

AND YOU *FAILED* THEM. YOU FAILED THEM *BADLY.*

WHEW.

OKAY. YOU BLEW IT. **NOW** WHAT HAPPENS?

ANSWER: YOU GO TO YOUR **APARTMENT,** SMART MAN...

...AND SINCE YOU'RE OUT OF **WEBBING,** THAT MEANS **HITCHING...**

...PROVIDED YOU CAN GET ONE OF THESE CAR-JOCKEYS TO PICK YOU **UP!**

THIS IS **ONE** TIME I WISH I HAD MY HANDS ON THE **SPIDER-MOBILE!**

SEVERAL FRUSTRATING MINUTES PASS, UNTIL...

I'VE **HAD** IT WITH NEW YORK **PARANOIA...!**

IF THESE DUMBOES WON'T GIVE A GUY A LIFT **VOLUNTARILY--**

--THEN I'LL **MAKE** THEM GIVE ME A LIFT--OR DIE **TRYING!**

SCREECH!

TERRIFIC.

WHAT'RE YOU, **CRAZY** OR SOMETHING? YOU COULD HAVE **KILLED** ME!

LISTEN, I JUST NEED A **LIFT!** IS THAT SO--

A LIFT? DRESSED LIKE THAT MANIAC **SPIDER-MAN?** LOTS OF **LUCK,** PAL!

I HOPE YOU'RE LATE FOR YOUR CRUMMY **COSTUME PARTY!**

AND, AFTER THE IRATE TRAVELER HAS DEPARTED...

--OUR HERO DECIDES TO ABANDON HIS QUEST FOR A VOLUNTEERED RIDE...

...AND RESORTS TO MORE UNORTHODOX METHODS TO GAIN HIS TRANSPOR-TATION...!

I SHOULD HAVE DONE THIS IN THE **FIRST** PLACE...

...BUT I GUESS I JUST COULDN'T *BELIEVE* PEOPLE WOULD BE SO... SO *COLD.*

BUT WHOSE FAULT *IS* IT, ANYWAY.? SOME OF THEM THINK I'M A *MURDERER,* AND HAVE I DONE ANYTHING TO PROVE I'M *NOT.*?

PEOPLE *WANT* TO BELIEVE I KILLED NORMAN OSBORN, MY BEST FRIEND'S *FATHER.* THEY BELIEVE IT BECAUSE IT'S *EASY* TO BELIEVE...

EASY, AFTER ALL THE THINGS JAMESON HAS *SAID* ABOUT SPIDER-MAN IN THE *BUGLE!*

SO WHAT IF IT ISN'T *TRUE?*

NICOLESCU WESTERN DUDS

HAVE I COME FORWARD-- OFFERED TO ANSWER ALL THE D.A.'S *QUESTIONS--?* YOU *BET* I HAVEN'T!

SO WHAT IF THE TRUTH IS --OSBORN KILLED HIMSELF BECAUSE HE WAS AS CRAZY AS A *MAD HATTER--*

SO WHAT IF HE WAS THE *GREEN GOBLIN--* SO WHAT IF *HE* KILLED GWEN STACY, THE ONLY GIRL I'VE EVER REALLY *LOVED?**

*SPIDEY #121-122. --R.T.

AFTER ALL, SPIDER-MAN'S THE *DANGEROUS* ONE, RIGHT.? NO ONE *KNOWS* THAT OSBORN WAS THE GOBLIN...AND NO ONE *CARES.*

IT'S *SPIDER-MAN* WHO'S THE *MENACE...* SPIDER-MAN WHO HAS TO BE *HUNTED...*

...EVEN IF IT *IS* SPIDER-MAN WHO OCCASIONALLY SAVES A FEW *LIVES...*

...EVEN IF IT *IS* SPIDER-MAN WHO'S GOING TO GO BACK TO THAT *DAY LINER...* TO *RESCUE* THOSE PASSENGERS AND CREW.

JUST *ONCE* I'D LIKE TO SEE SOMEONE PUBLICLY *ADMIT* THAT I'M *NOT* A CROOK...

JUST ONCE I'D LIKE TO GET MY *DUE.*

YEAH...AND WHAT *GOOD* WOULD IT DO ME?

I'D *STILL* BE UP TO MY EARS IN *TROUBLE.*

THAT'S JUST THE WAY I'M *MADE,* I GUESS.

I JUST DON'T HAVE THE *LUCK.*

*AND, AS THOUGH TO PROVE THE **TRUTH** OF THAT SENTIMENT...*

SO. IT'S AS I'VE ALWAYS *SUSPECTED* ...PETER PARKER IS *SPIDER-MAN...*

...AND IT'S SPIDER-MAN WHO KILLED MY *FATHER!*

*WE'LL HAVE TIME ENOUGH TO CONCERN OURSELVES WITH **HARRY OSBORN** NEXT ISSUE; FOR NOW, LET'S TAKE A BRIEF LOOK **AWAY** FROM OUR HARRIED HERO--*

*--AND TURN FOR A MOMENT TO THE OFFICE OF THE DAILY BUGLE'S TEMPERAMENTAL **PUBLISHER,** WHERE--*

EXCUSE ME, MR. JAMESON... BUT YOU'VE A *CALL* ON YOUR PRIVATE LINE.

IT'S THE *MAYOR!*

YOU *SEE,* ROBERTSON? IT'S LIKE I'VE ALWAYS *SAID:*

EVERYONE COMES TO JONAH JAMESON FOR ADVICE. *EVERYONE.*

HELLO, *ABE?* JJJ HERE. HOW ARE THINGS IN *GRACIE MANSION?*

I WAS JUST TELLING MY *CITY EDITOR* HOW--

WHAT'S THAT?

A DAY LINER *HIJACKED?*

ONE MILLION DOLLARS *RANSOM?*

THE *DAILY BUGLE?*

SEE HERE, ABE...I KNOW I TOLD YOU THAT YOU COULD COUNT ON ME FOR HELP IN A PINCH... BUT I MEANT *POLITICALLY,* NOT...

ABE, YOU *WOULDN'T...?*

OF COURSE, MR. MAYOR. I'LL GET IN TOUCH WITH MY BANK *IMMEDIATELY.*

DON'T *MENTION* IT, SIR.

I'M GLAD... TO BE OF ASSISTANCE.

WHAT *IS* IT, JONAH? SOMETHING ABOUT RANSOM FOR A HIJACKED *CRUISE SHIP?*

AND *WE'VE* GOT TO ARRANGE FOR THE *PAYMENT*...OR THE MAYOR WILL HAVE THE CITY COUNCIL REVIEW THE BUGLE'S *CHARTER*...

...AND I'LL GO OUT OF *BUSINESS!*

JOHN LINDSAY, WHERE *ARE* YOU WHEN I *NEED* YOU?

GOOD QUESTION, JONAH; PITY WE DON'T HAVE TIME TO DIG UP AN *ANSWER*, FOR, AT THIS MOMENT, ABOARD THE DAY LINER IN QUESTION, ALREADY SEVERAL MILES UP THE UNCARING *HUDSON*...

AURA

SEÑORITA, I SAID GIVE ME YOUR *PURSE*...

...AND THAT IS EXACTLY WHAT I *MEAN.*

WHILE WE ARE WAITING FOR YOUR MAYOR TO COLLECT THE MONEY FOR THE *RANSOM* OF THIS FINE VESSEL, WE WILL MAKE OUR *OWN* COLLECTION, SI?

EVERYONE ON BOARD WILL CONTRIBUTE... *INCLUDING* YOU AND YOUR FRIENDS.

PLEASE DO NOT MAKE US USE *FORCE.*

JUST *TRY* IT, BUDDY!

YOU AND YOUR CREEP FRIENDS DON'T *FRIGHTEN* ME--

--*NOT* ONE *BIT!*

THEN HILDAGO MUST GIVE YOU A *REASON* FOR FEAR, SI?

PERHAPS *THIS,* TONTO?*

NOW YOU WILL BE *SILENT,* SI?

*FOOL. --R.T.

NOW I WILL BE SILENT...*NO!*

I'VE LET YOU PUSH US AROUND FOR *TWO HOURS.*

I WON'T LET YOU PUSH US ANY *MORE!*

YOU HAVE NO *CHOICE.* IF HILDAGO'S *HAND* IS NOT ENOUGH TO TEACH YOU MANNERS, THEN PERHAPS THIS *WHIP--*

KRAK!

MADRE DE DIOS!
TARANTULA, WE ARE ATTACKED BY A DEMON!
NOT A DEMON, FOOL... IT IS THE ONE WE SAW EARLIER, THE ONE WHO SAVED THE SAILOR...
TWIT
POLICE
SPIDER-MAN!
PERHAPS HE CAN STEAL HILDAGO'S WHIP--
--BUT JUAN'S BOLA IS ANOTHER MATTER!
NO ONE MOVES FAST ENOUGH TO--
SANTA MARIA!
FWIT!
FRIPP
BRIPP
WHAP!
SO MUCH FOR YOUR FRIENDS, TARANTULA.
NOW IT'S TIME FOR YOU AND ME-- SPIDER TO SPIDER!
YOU HAVE A QUICK WIT, AMERICAN-- BUT WIT ALONE IS USELESS!
YOU MUST ALSO HAVE--
--THE SKILL!
EH.? YOU LEAP-- AVOIDING MY THRUST!
BUT NO MAN CAN JUMP LIKE THAT-- IT IS IMPOSSIBLE!
WRONG, TARANTULA... SPIDER-MAN CAN!
HOW DO YOU THINK I MANAGED TO HITCH A RIDE ON THAT POLICE-HELICOPTER PATROLING THE HARBOR.? ON MY GOOD LOOKS.?
IF THOSE COPS KNEW I WAS ABOARD, THEY'D HAVE STOPPED ME--

--BECAUSE THEY'D BE AFRAID I'M OUT TO *HELP* YOU GUYS, SINCE THEY THINK I'M AS MUCH OF A CROOK AS *YOU* ARE!

NA 105I

BETWEEN THE *TWO* OF US, TARANTULA... I'M *NOT.*

THE QUESTION *NOW* IS... WHAT ABOUT *YOU?*

JUST WHO *ARE* YOU, BUDDY? AND WHAT'S THE IDEA WITH SNATCHING THIS *BOAT?*

THE WAY *I* FIGURE IT, YOU'RE NOT A NEW YORK *NATIVE*--OR YOU WOULDN'T BE SO *SURPRISED* BY MY SPIDER-POWERS--

--AND THAT LEAVES US WITH THE PROBLEM--JUST WHERE DO YOU *COME* FROM, ANYWAY?

HEY, TARANTULA, I ASKED YOU A *QUES--*

=*UNNNNHH!*=

EXCELLENT, HILDAGO! HOLD HIM-- FOR *THE STING!*

SORRY, HILDAGO, BUT IT'S GOING TO TAKE MORE THAN A JERK IN A COSTUME TO STOP YOUR FRIENDLY-NEIGHBORHOOD-SPIDER-MAN-- EVEN IF YOU DID GET THE DROP ON ME!

NOW WHY DON'T YOU FELLAS JUST SURRENDER SO WE CAN TALK ABOUT ALL THIS, AND-- =AAAHHHH!=

WHAK!

MY LEG!

SO, SPIDER-MAN...AT LAST YOU UNDERSTAND.

TARANTULA IS IS NOT SO HELPLESS AS YOU WOULD THINK, NO?

YOU CAN SAY THAT AGAIN, TWINKLE-TOES!

YOU SCORED THE FIRST STRIKE--BUT ONE TOUCH ISN'T ENOUGH TO WIN THE GAME!

I'VE STILL GOT SOME FIGHT LEFT IN ME, AND I'LL STILL--OH NO! NO!

DON'T WORRY, SPIDEY--OLD FLASH WON'T LET YOU DOWN!

GET OUT OF HERE, THOMPSON--YOU'LL BE KILLED IF YOU DON'T--AAAHHH!

FAK!

MY SECOND SCORE, AMERICAN CRIME-FIGHTER. PERHAPS THE LAST, SI?

SI!

BUT NOT FOR ME, TARANTULA--FOR YOU!

SWOT!

YET, EVEN AS THE MASKED VILLAIN CALLED TARANTULA SLUMPS STUNNED TO THE DECK...

I GAVE THAT LAST PUNCH--EVERYTHING I HAD--TOO DIZZY TO STAND NOW--

TARANTULA MUST HAVE HAD SOME SORT OF DRUG ON THOSE STINGS OF HIS--

--LOOKS LIKE I WON THE BATTLE--

--BUT HE'S WON THE WAR!

EVERYTHING'S SPINNING OUT OF *FOCUS*...

ANOTHER FEW SECONDS... I'LL *PASS OUT*...

...AND I'LL BE *HELPLESS*... HELPLESS TO KEEP ANYONE FROM *UNMASK-ING* ME...FROM ENDING SPIDER-MAN'S CAREER... *FOREVER!*

JUST THEN, THROUGH A GATHERING *HAZE*, SPIDEY SEES...

THOSE *BOOTS*...

IT *COULDN'T* BE HIM... NOT NOW... I CAN'T FACE HIM NOW...!

WELL, SPIDER-MAN... IT SEEMS WE MEET *AGAIN*...

...AND *THIS* TIME, *I'M* IN CONTROL.

THIS TIME, *YOU* HAVE TO FACE... *THE PUNISHER!*

NEXT ISSUE, WE'LL BRING THE STARTLING *CONCLUSION* TO THIS MINI-EPIC TITLED:

A CITY AFLAME

SPIDER-MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

FACE IT FRIEND! THIS ISSUE'S GOT EVERYTHING...

INCLUDING THE TERRIBLE TARANTULA! HARRY OSBORNE'S SHOCKING DISCOVERY AND THE OMINOUS

RETURN OF THE PUNISHER!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * ROSS ANDRU * FRANK GIACOIA * ARTIE SIMEK, LETTERER * ROY THOMAS
AUTHOR ARTIST EMBELLISHER L. LESSMANN, COLORIST EDITOR

SHOOT-OUT IN CENTRAL PARK!

THAT'S *RIGHT*, SPIDER-MAN... IT'S *THE PUNISHER*.

YOU FOOLED ME ONCE *BEFORE* WITH YOUR "*MISTER INNOCENT*" ACT--BUT THIS TIME I CAUGHT YOU *RED-HANDED* WITH YOUR GANGSTER-CRONIES!

SO SAY YOUR *PRAYERS*, WALL-CRAWLER-- *THIS TIME YOU'RE GOING TO DIE!*

HE DOESN'T *REALIZE* I'VE BEEN *BATTLING* TARANTULA AND THE OTHERS--TRYING TO KEEP THEM FROM HIJACKING THIS *SHIP--!*

IF I DON'T DO SOMETHING *FAST*-- HE'S GOING TO MAKE A MISTAKE WE'LL *BOTH* REGRET!

BUT--*WHAT CAN I DO?* I'M WEAK-- AS THE PROVERBIAL *KITTEN!*

SI, SEÑOR PUNISHER-- SHOOT HIM. I HAVE NO USE FOR A THIEF WHO TURNS AGAINST ME--

--AND TRIES TO STEAL ALL THE--AH--LOOT FOR HIMSELF, AS YOU AMERICANS SAY!

CAN YOU BEAT THAT? TARANTULA'S PLAYING ALONG WITH HIM--

--MAKING IT LOOK LIKE I'M ONE OF HIS HIRED HELP!

I'VE BEEN INSULTED BEFORE IN MY TIME--

KRAK!

--BUT THAT JUST TAKES THE CAKE!

THANKS FOR GIVING ME A CHANCE TO GET MY BREATH BACK, PUNISHER.

NOW, IF YOU'LL JUST LET ME EXPLAIN--

NO!

I KNOW HOW YOUR KIND CAN TWIST WORDS, WALL-CRAWLER--

HOW YOU CAN MAKE A MAN DOUBT THE EVIDENCE OF HIS SENSES-- QUESTION THE SANITY OF HIS OWN MIND!

YOU DID IT TO ME BEFORE*--

SPIDEY AND THE PUNISHER MET IN ISSUE#129. --ROY.

--YOU WON'T DO IT AGA-- ANNNHH!

FAK!

BUNT!

HEY, WILL YOU LISTEN TO ME?

WILL YOU JUST LISTEN TO WHAT I HAVE TO SAY?

SPAM!

I DON'T KNOW WHAT YOU USE FOR **BRAINS**, BUT PAL, YOU'RE REALLY **BLOWING** IT!

DON'T YOU REALIZE WHAT'S BEEN **HAPPEN-ING** WHILE WE'VE TRADED **UPPERCUTS?**

TARANTULA--!

NOW YOU'RE GETTING THE **IDEA!**

JUST **SO,** SPIDER-MAN-- BUT HE HAS "GOTTEN THE IDEA," AS YOU PUT IT, **TOO LATE!**

MY PRE-ARRANGED **GETAWAY** IS ALREADY IN **OPERATION--**

--AND WHILE THE TWO OF YOU **HAVE** UPSET OUR ORIGINAL PLAN, TO **RANSOM** THIS DAY-CRUISE SHIP TO THE MAYOR OF **NEW YORK--**

--YOU HAVE **FAILED** TO STOP US FROM ESCAPING WITH THE PASSENGERS' **VALUABLES!**

ADIOS, AMIGOS! MUCHAS GRACIAS!

GREAT. THAT'S JUST **TERRIFIC.** THAT'S JUST **SWELL.**

BLAST IT TO HADES-- NO!

YOU HAVE MY *APOLOGIES,* SPIDER-MAN... IT APPEARS I WAS *WRONG* ABOUT YOU, AFTER ALL.

BUT I'M NOT THE *ONLY* MAN WHO'S MADE A MISTAKE TODAY--

--IF TARANTULA THINKS HE'S SEEN THE *LAST* OF *THE PUNISHER!*

HOLD IT, PAL--AFTER ALL, I'VE GOT A STAKE IN THIS *TOO.*

THEN MEET ME AT *MIDNIGHT,* WALL-CRAWLER--

MEET ME AT THE *MUSEUM--* IN *FORT TRYON!*

TILL THEN, AS OUR SOUTH AMERICAN ENEMY SAID-- *ADIOS, AMIGO!*

"SOUTH AMERICAN"? THE PUNISHER SOUNDED AS THOUGH HE *KNEW* SOMETHING ABOUT TARANTULA THAT I *DON'T--*

--WHICH MAKES IT ABSOLUTELY *CERTAIN* I'LL KEEP THAT MEETING TONIGHT-- NO MATTER *WHAT!*

BUT... YOU HEARD THAT *PUNISHER* GUY-- HE SAID SPIDER-MAN WAS *IN* ON THIS HIJACKING!

SOMEBODY OUGHTA TEAR 'IM *APART!*

HEY, SPIDEY, *WAIT--* I WANT TO *TALK* WITH YOU A MINUTE!

IT'S FLASH THOMPSON--AND LIZ AND *MARY JANE!* I'D FORGOTTEN ALL *ABOUT* THEM!

UH-OH...THAT *CROWD* BEHIND THEM...

...THE WAY THEY'RE PRESSING *TOWARD* ME, I MAY NOT BE OUT OF TROUBLE *AFTER ALL!*

HEY, LOOK, FOLKS-- I HAD NOTHING TO *DO* WITH ALL THIS--! I TRIED TO *SAVE* YOU, *REMEMBER?*

NO USE--TOO MANY OF THEM CROWDING *AROUND* ME! I'M STILL *DIZZY* FROM THE DRUG IN TARANTULA'S *TOE STINGER--*

--CAN'T KEEP MY *BALANCE--*

--SO IF I'M GOING TO **FALL**, I MIGHT AS WELL TURN IT INTO AN **ADVANTAGE**--AND EXIT--**NOW!**

HEY, SPIDEY-- **WAIT!** DON'T PAY ANY **ATTENTION** TO THOSE GUYS!

YOU **CAN'T** JUST--

THAT **CLINCHES** IT, MARTHA-- IF HE WASN'T IN **CAHOOTS** WITH THOSE PIRATES, WHY WOULD HE **RUN AWAY?**

NO **INNOCENT** MAN WOULD, GEORGE! **THAT'S** FOR **SURE!**

LADY, YOU'RE FULL OF **AIR**-- ALL **HOT!**

YET, AS SPIDEY SLIPS AWAY FROM VIEW IN THE MUDDY EAST RIVER...

FLASH--HAVE YOU SEEN **PETER** ANYWHERE?

I JUST **REALIZED**--

--HE'S BEEN GONE SINCE THOSE GOONS **ATTACKED!**

I **KNOW**, MARY JANE. HE'S PROBABLY **HIDING** SOME-WHERE--

"...'CAUSE AFTER ALL, HE WAS **WITH** US WHEN TARANTULA AND HIS TWO HENCHMEN DROPPED THEIR **DISGUISES**, JUST AFTER WE LEFT THE **HARBOR**...

"...AND HE MUST HAVE HEARD WHAT THEY **SAID**, HOW THEY WERE GOING TO HOLD ALL OF US FOR **RANSOM** ... *

*SHOWN LAST ISSUE. --ROY.

"...BUT IT **IS** SORT OF FUNNY HOW HE **VANISHED** WHEN THE FIGHT STARTED BETWEEN TARANTULA AND THOSE **SAILORS**...

SHAK!

CHIP!

"YOU KNOW, JUST ABOUT THE TIME **SPIDEY** SHOWED UP--

"--AND HAD TO LEAVE THE SHIP, IN ORDER TO RESCUE THE SAILOR TARANTULA KICKED **OVERBOARD.**

"WE WERE JUST PASSING UNDER THE **WASHINGTON BRIDGE,** THEN...

"...AND I GUESS SPIDEY MUST'VE RUN OUT OF **WEBBING**, OR SOMETHING, BECAUSE HE DIDN'T COME RIGHT **BACK** WHEN HE'D FINISHED CARRYING THE SAILOR UP TO THE BRIDGE **ITSELF**...

"...HE JUST STOOD THERE **WATCHING** US...**HELPLESSLY.**

"YEAH, **THAT'S** WHEN I NOTICED PARKER WAS MISSING, M. J.

"SPIDEY DIDN'T SHOW **UP** AGAIN UNTIL WE'D PASSED AROUND THE NORTHERN TIP OF **MANHATTAN**...

"JUST WHEN EVERYTHING LOOKED **BAD**, HE SWUNG DOWN FROM A **POLICE HELICOPTER**--

"--AND **SAVED** YOURS TRULY FROM GETTING HIMSELF **KILLED**-- **PERMANENTLY.**

THAK!

"SPIDEY " TOOK THE KICK MEANT FOR **ME**--

"--AND INSTEAD OF ME FALLING BECAUSE I'D TRIED TO PLAY **HERO**--SPIDER-MAN FELL BECAUSE HE **WAS** A HERO!

"TOO BAD THE **PUNISHER** HAD TO SHOW UP FROM NOWHERE AND **RUIN** IT ALL--"

--SINCE I'M **CERTAIN** SPIDEY COULD'VE HANDLED IT ALL BY **HIMSELF**, IF HE'D HAD HALF A **CHANCE!**

BUT, **FLASH**-- WHAT ABOUT **PETEY?** WHAT DO YOU SUPPOSE COULD HAVE **HAPPENED** TO--

MAN OVERBOARD!

M.J., I THINK YOUR QUESTION'S JUST BEEN **ANSWERED.**

THERE'S PETER PARKER **NOW.**

TELL US, LAD-- HOW'D YOU MANAGE THAT TRICK? WE AINT HAD A PASSENGER FALL OFF SINCE '56!

CLEAN LIVING AND PROPER DIET'LL DO IT EVERY TIME, SAILOR!

GIVE ME A HAND, WILL YOU?

THANKS!

WELL, SPILL IT, TIGER-- HOW'D YOU MANAGE TO SLIP INTO THE DRINK, HMMM?

I WAS SHOVED OVER DURING THE ASSAULT, MARY JANE.

GUESS I'M LUCKY TO BE ALIVE! YOU KNOW... I CAN'T EVEN SWIM?

IT ISN'T WORK-ING--FLASH DOESN'T BELIEVE ME FOR A MINUTE--

--AND FRANKLY, WITH A STORY LIKE MINE-- I DON'T BLAME HIM!

WE'LL TAKE OUR LEAVE OF OUR HARRIED HERO NOW, AND LOOK IN ON ANOTHER HASSLED GENTLEMAN...

...ONE OF THE OTHER CONTINUING CHARACTERS IN OUR SERIES: THE STALWART--AND DISTRESSED-- PUBLISHER OF THE DAILY BUGLE... J. JONAH JAMESON, BOY MAGNATE...!

A MILLION DOLLARS, J. J. J.? THE MAYOR CAN'T BE SERIOUS...

SURE, YOU OWE HIM POLITICAL FAVORS-- BUT TO ASK YOU TO PAY THE ENTIRE RANSOM AS A LOAN TO THE CITY--!

JONAH, THAT'S NERVE.

YOU'RE TELLING ME, ROBERTSON?

IT'S TIMES LIKE THESE THAT LINDSAY LOOKS PRETTY GOOD AGAIN-- EH?

R-RING!

THE TELEPHONE--?

YES.? PARKER.? NOT NOW, PARKER--I'M TRYING TO FIGURE HOW TO KEEP MY SANITY, WHILE I-- WHAT?

--HIJACKERS WERE RUN OFF, JONAH-- BY THE PUNISHER. WITH SPIDEY'S HELP, OF COURSE.

I EVEN MANAGED TO SNAP SOME PHOTOS BEFORE--

MR. JAMESON --ARE YOU THERE?

DID YOU HEAR THAT.? IT'S OVER--THE HIJACKING WAS FOILED BY THIS PUNISHER CHARACTER...

...DESPITE SPIDERMAN'S BUMBLING INTERFERENCE.

I DON'T HAVE TO PAY!

MISS BRANT, GET ME THE **MAYOR'S OFFICE.**

NO--MAKE THAT THE **GOVERNOR!** AFTER WHAT THE MAYOR ALMOST HAD ME DO--HE DOESN'T **DESERVE** THE GOOD NEWS!

GOOD OLD **JONAH,** EH, BETTY?

THE LIVING **INCARNATION** OF **CIVIC PRIDE!**

AND, AFTER BETTY HAS MADE THE NECESSARY **CALLS,** AND PUT JONAH THROUGH TO **ALBANY...**

IN CASE YOU'RE WONDERING WHAT **HAPPENED**--SPIDER-MAN JUST SAVED J. J. J. A **MILLION DOLLARS!**

SPIDER-MAN? BUT HOW--**WHY,** MR. ROBERTSON?

OH--PROBABLY NOTHING MORE SERIOUS THAN A **LAPSE** IN **JUDGEMENT,** BETTY.

I'VE NO DOUBT HE'LL **REGRET** IT TOMORROW --AFTER THE **MORNING EDITION!**

BUT, TOMORROW IS STILL SEVERAL LONG HOURS **AWAY,** AND FOR PETER PARKER, RETURNED TO THE APARTMENT HE **SHARES** WITH **HARRY OSBORN,** THOUGHTS OF JONAH JAMESON AND THE DAILY BUGLE ARE THE **FURTHEST** THINGS FROM HIS MIND...

NO, OUR HARRIED HERO IS INTERESTED **ONLY** IN A SHOWER TO REMOVE THE SLUDGE HE PICKED UP FROM HIS DUNK IN THE **EAST RIVER...**

AND, UNFORTUNATELY, THIS HAS CAUSED HIM TO BE A BIT **CARE-LESS** ABOUT WHERE HE'S PLACED HIS **DIRTY CLOTHES...**

FOR, YOU SEE, HARRY OSBORN HAS LONG HAD HIS **SUSPICIONS** ABOUT PETER PARKER, SUSPICIONS **BORN** WHEN SPIDER-MAN WAS FOUND WITH THE DEAD BODY OF **NORMAN OSBORN** *...

*SPIDEY #122. --ROY.

...THE MAN **SPIDEY** KNEW TO BE **THE GREEN GOBLIN,** ARCH-CRIMINAL ...AND MURDERER OF PETER'S GIRL-FRIEND, **GWEN STACY...**

...THE MAN **HARRY** KNEW ONLY AS... **HIS FATHER!**

HARRY...?

FUNNY. I COULD'VE **SWORN** I HEARD SOMEONE IN MY ROOM...AND FOR JUST A MOMENT, I THOUGHT...

GUESS IT WAS JUST MY **IMAGINATION.**

THERE'S NO ONE HERE **NOW.**

AND SO, **UNAWARE** OF THE EVENTS WE'VE JUST WITNESSED, PETER CHANGES ONCE MORE INTO THE FAMILIAR RED-AND-BLUE COSTUME... AND SETS OUT FOR HIS MEETING WITH HIS SOMETIMES-**ALLY...**

...THE MYSTERY-MAN WE CALL **THE PUNISHER.**

THE PUNISHER SAID THE **MUSEUM** IN FORT TRYON--A FANCY WAY OF SAYING **THE CLOISTERS,** HERE IN UPPER **MANHATTAN!**

HOPE I'M NOT HEADING INTO A **TRAP--**

--'CAUSE WITH THE PUNISHER YOU NEVER CAN **TELL!**

AFTER ALL, WHAT DO I REALLY **KNOW** ABOUT THIS GUY? HE'S LIKE A MODERN-DAY **LONE RANGER...** POPPING UP TO SHOOT SOME CROOKS, VANISHING BEFORE ANYONE CAN FIND OUT HIS **NAME...**

WITH **MY** LUCK, HE'S PROBABLY GOT A **PHOBIA** ABOUT **SPIDERS** OR SOMETHING ...AND SPEAKING OF **LUCK...**

YOU'RE **HERE.**

OF **COURSE** I'M HERE, SPIDER-MAN...THE PUNISHER KEEPS HIS **WORD,** NO MATTER **WHAT** IT COSTS HIM.

SO DOES **SPIDER-MAN,** PAL.

BUT LET'S NOT GET INTO THE **ONE-UPS-MANSHIP** BAG, OKAY?

THAT SUITS **ME,** WALL-CRAWLER.

NOW--IF YOU'LL JUST **FOLLOW--**

I'VE GOT SOMETHING TO SHOW YOU THAT YOU MAY FIND **INTERESTING.**

LEAD ON, MACDUFF. I'M ALL **YOURS.**

HERE, SPIDER-MAN. I'VE USED THIS ABANDONED ROOM AS A BASE FOR THE PAST MONTH--

--COLLECTING INFORMATION, TRACING DOWN LEADS--

--AND WHAT I'VE FINALLY COME UP WITH--IS THIS.

YOUR VERY OWN SLIDE-SHOW OF DISNEY-WORLD?

DON'T BE FACETIOUS, MY FRIEND.

I DON'T HAVE THE PATIENCE TO PUT UP WITH IT. WHAT I HAVE TO SHOW YOU IS IMPORTANT...

"IT'S THE ORIGIN OF THE MAN WHO'S CALLING HIMSELF... TARANTULA.

"SIX YEARS AGO, HE HAD ANOTHER NAME--ANTON MIGUEL RODRIQUEZ. AS THIS PICTURE SHOWS, HE WAS A MEMBER OF A REVOLUTIONARY BAND, WORKING TO FREE A SOUTH AMERICAN COUNTRY FROM ITS OPPRESSIVE DICTATORSHIP...

"HE WAS, AT THE LEAST, AN ENTHUSIASTIC SOLDIER. TOGETHER WITH THE OTHER MEMBERS OF HIS SMALL 'ARMY', RODRIQUES MANAGED TO STRIKE TERROR INTO THE HEARTS OF THE RULING CLASS...

"THEY DID THIS IN MANY WAYS... BY BLOWING UP SUPPLY TRAINS...

"BY KIDNAPPING POLITICOS, INCLUDING THE BROTHER OF THE COUNTRY'S MAD DICTATOR...

"...HOLDING THEM FOR RANSOM... THEN ASSASSINATING THEM IF THE RANSOM WASN'T PAID...!

"AND, OF COURSE, BY ROBBERY... FOR RODRIQUEZ WAS A MASTER OF THIS LAST TECHNIQUE, AND PLIED IT WHENEVER HIS SUPERIORS ALLOWED...

"UNFORTUNATELY, AS I SAID, RODRIQUEZ WAS AND IS AN ENTHUSIAST...

"...AND LIKE **ALL** ENTHUSIASTS, HE WOULD SOMETIMES BECOME **CARRIED AWAY**...WITH **DISASTROUS** RESULTS.

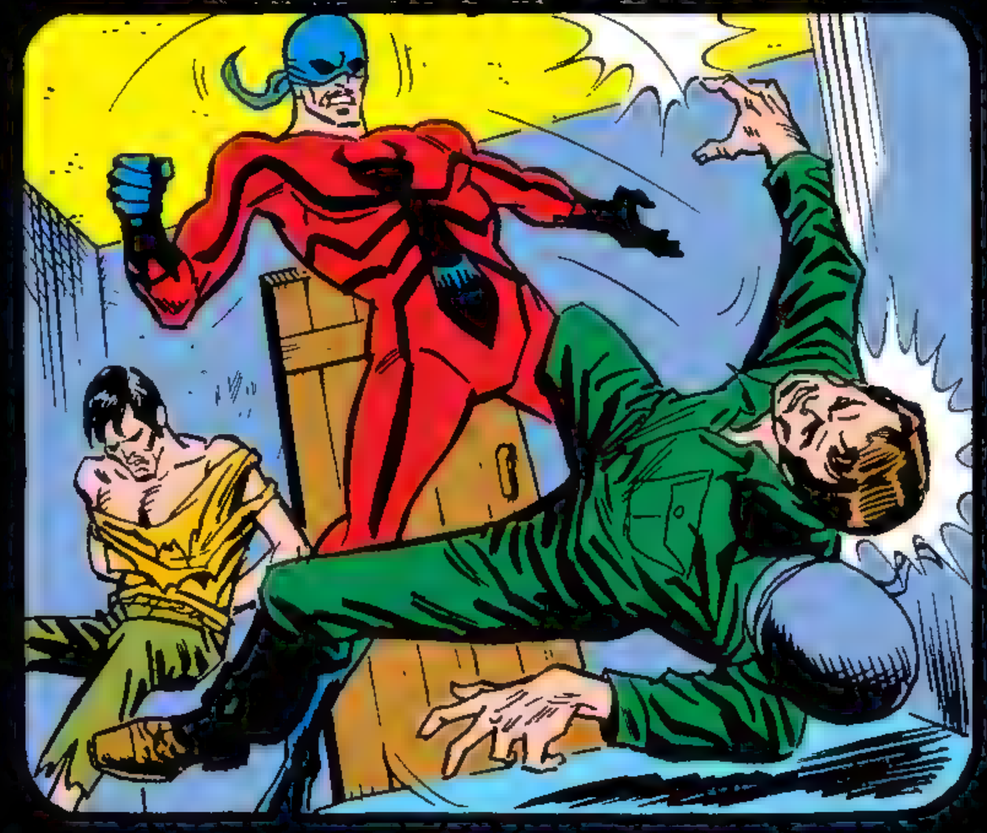
"THE GUARD HE SHOT--AS SHOWN IN THESE FILMS TAKEN BY THE **BANK CAMERA**--HAD **NOT** BEEN REACHING FOR HIS GUN. RODRIQUEZ SIMPLY WANTED TO **KILL** HIM...

"...BUT THE ARMY OF THE **DICTATORSHIP**... **DID!**

"HE WAS GIVEN A **COMMISSION**, AND BECAUSE OF HIS ALREADY SOMEWHAT **DISREPUTABLE** REPUTATION, HE WAS ALSO GIVEN A NEW NAME, AND A SPECIAL **MISSION**...

"...BUT WHEN ONE CAME **DOWN** TO IT, RODRIQUEZ **STILL** COULDN'T SHAKE HIMSELF OF HIS LOVE FOR SENSELESS **DEATH**.

"HE KILLED A **GUARD** DURING THE INTERROGATION OF A CAPTURED **REVOLUTIONARY**--BECAUSE THE GUARD WOULDN'T LET TARANTULA BEAT THE PRISONER TO A **PULP**--



"...A FACT HIS **FELLOW** REVOLUTIONARIES RECOGNISED AND **DESPISED**.

"HE WAS **EXPELLED** FROM THE BAND SOON **AFTER** THAT INCIDENT; THE ARMY OF THE REVOLUTION HAD NO **USE** FOR INDISCRIMINATE MURDERERS...

"ANTON MIGUEL RODRIQUEZ BECAME **TARANTULA**, A FORCE FOR FEAR AND TERROR--THE TWISTED, PERVERTED **CAPTAIN AMERICA** OF HIS COUNTRY --A SUPER-HERO FOR A FASCIST **STATE**.

"NATURALLY, HE WAS USED AGAINST HIS FORMER **COMRADES**, AN ASSIGNMENT HE **PARTICULARLY** ENJOYED...

"--AND IN THIS WAY, HE **FINISHED** HIMSELF WITH THE GOVERNMENT ARMY, AS HE'D **FINISHED** HIMSELF WITH HIS FORMER **FRIENDS**.

"TO SAY THE LEAST, HE LEFT SOUTH AMERICA IN SOMETHING OF A **HURRY**...

"...AND ARRIVED IN **NEW YORK** SIX MONTHS LATER, AFTER A SERIES OF ADVENTURES WHICH CAN ONLY BE TERMED **RUTHLESS.** NATURALLY, HE HAD NO PASSPORT, AND IS IN OUR COUNTRY **ILLEGALLY**...

"...A FACT WHICH DOUBTLESSLY KEEPS HIM **AWAKE** AT NIGHTS.

"FOR FOUR **ADDITIONAL** MONTHS, HE HAUNTED BARS AND POOLROOMS IN THE **SHIFTIER** PARTS OF THE CITY, LEARNING THE INS AND OUTS OF THE MANHATTAN **UNDERWORLD**...

"THREE WEEKS AGO, HE MADE HIS **MOVE**, ORGANIZING HIS CRIME-TEAM TO **HIJACK** A TOUR SHIP..."

THE REST OF THE STORY, YOU ALREADY **KNOW.**

BY THE WAY--I'VE BEEN MEANING TO ASK YOU HOW YOU MANAGED TO BE **ABOARD** THAT SHIP, AT JUST THAT **TIME**--!

I WAS BORN **LUCKY,** PUNISHER...JUST LIKE **YOU.**

SO--WHAT **NOW?** YOU KNOW WHERE BUG-FACE IS **HIDING,** I SUPPOSE?

EXACTLY. HERE'S MY PLAN...

AND SO, TWENTY MINUTES LATER, OUTSIDE A TENEMENT IN THE WEST ONE HUNDREDS FACING CENTRAL PARK...

PSSST. HEY, HANDSOME. UP HERE.

WHAT--? WHO'S **THERE?** WHO--

FFFT!

THREE **GUESSES,** PAL.

URRRKK!

MRRPHHH!

SBLLAKKK!

WRONG ALL THREE **TIMES,** BUNKIE.

IT'S YOUR FRIENDLY-NEIGHBORHOOD-**SPIDER-MAN!**

IF YOU DON'T *MIND*, MY FRIEND--I'D LIKE TO MAKE THE *INITIAL ASSAULT.*

IT'S *YOUR PLAN*, PUNISHER--

DON'T LET *ME* KEEP YOU FROM PLAYING *ONE MAN ARMY!*

MY *THANKS*, WEB-SLINGER--

--*SOMEDAY*, I'LL REPAY YOU IN *KIND!*

KRASH!

THE PUNISHER! STOP HIM, AMIGOS-- *KILL HIM!*

YOU *HEARD* TARANTULA, BUSTER. HE SAID YOU HAVETA DIE--

SO YOU'RE GONNA *DIE*-- HUH?

ON THE *CONTRARY*, SCUM--

--IF ANYONE'S TO BE *BEATEN* HERE-- *YOU ARE!*

KPOW

POW

SPAM!

A *SUB-MACHINE GUN?* YOU ARE *INSANE,* AMERICANO--!

I WOULD BE *MAD* TO FACE YOU, MAD TO DO ANYTHING BUT--

RUN, TARANTULA?

SORRY, CHARLIE-- BUT YOU'RE NOT GOING TO GET THE *CHANCE!*

THUMP!

IDIOTA! I AM NOT YOUR COMMON ANGLO CRIMINAL, TO BE TRAPPED AND INSULTED LIKE A CHILD!

I AM TARANTULA--

--AND I WILL HAVE REVENGE ON YOU, WHO SPOILED SUCH A CAREFULLY CONSIDERED --EH?

WHAT'S THE MATTER, TWINKLE-TOES? MISS?

THAT WON'T BE THE LAST TIME THOSE POISON STICKERS END UP JABBING AIR--

--WE'RE NOT ON BOARD A SHIP NOW, WITH ROLLING DECKS--

--THIS TIME, WE'RE IN SPIDEY COUNTRY, AND I CAN DODGE THOSE KICKS OF YOURS--

--BUT YOU CAN'T DODGE--

THIS!

THAT IS TRUE, AMIGO. THE UNEXPECTED IS DIFFICULT TO AVOID--

WOULDN'T YOU AGREE?

WHAP!

WHEW! HE KNOCKED THE WIND OUT OF ME WITH THAT CHUNK OF STONE--BUT HE HASN'T PUT ME OUT FOR THE COUNT!

LOOKS LIKE HE'S HEADED FOR CENTRAL PARK--

AND RIGHT NOW-- THAT SUITS ME FINE!

WHOOPS. MAYBE I SPOKE TOO SOON.

APPARENTLY, I'VE LOST HIM FOR A MOMENT IN THIS PLAYGROUND...

...BUT IF MY SPIDER-SENSES KEEP WORKING, IT SHOULDN'T BE TOO HARD TO PICK HIM UP AGAIN...WITH A LITTLE EFFORT, AND THE EVER-POPULAR SPIDEY-DILIGENCE...

WELL, WELL...WHAT DID I TELL YOU?

THERE'S TARANTULA NOW, MAKING TOWARD THE ROWBOAT MARINA ON THE LAKE...

THAT'S JUST THE SETTING FOR THE LAST ACT OF THIS FARCE...

...AND THE CURTAIN GOES UP...NOW.

SURPRISE!

WANT TO COME ALONG QUIETLY --OR DO WE HAVE TO DO THE HERO-VILLAIN SHUFFLE?

YOU'LL NEVER TAKE ME ALIVE, AMERICAN PIG!

SOMEHOW, I KNEW YOU'D SAY THAT-- OR SOMETHING LIKE IT!

AND FRANKLY, I'M KINDA DIS-APPOINTED IN YOUR LACK OF CLASS, OLD BEAN--

A LITTLE DISAPPOINTED-- NOT MUCH.

BAP!

NOW, IF YOU'LL HOLD THAT **POSE,** WE'LL WRAP THIS UP WITH A TOUCH OF **WEBBING**, AND THEN WE CAN ALL GO **HOME**-- ME, TO MY **BED**--

YOU-- TO YOUR **CELL!**

AW...YOU **MOVED.**

FWIP!

WE'LL HAVE TO DO THIS WHOLE THING ALL **OVER** AGAIN!

MOCKERY? YOU DARE **MOCK** ME? DON'T YOU REALIZE WHO--**WHAT**-- **I AM?**

SURE I DO, BUSTER--

YOU'RE A FIRST CLASS **CREEP**-- A TRAITOR TO YOUR OWN **FRIENDS.**

MEN WHO WERE TRYING TO FREE THEIR PEOPLE FROM A **DICTATORSHIP**--

-ULLLLPPP!-

--HEROES WHOSE **BOOTS** YOU AREN'T FIT TO **SHINE!**

SPOOSH!

YOU **KNOW** SOMETHING, "**AMIGO**"--IT'S BUMS LIKE YOU WHO GIVE REVOLUTION A **BAD NAME.**

SICK LITTLE **CRIMINALS**-- WHO DON'T GIVE A **HANG** ABOUT THE CAUSE THEY'RE FIGHTING FOR--WHO ONLY CARE ABOUT **THEMSELVES**--

--AND THEIR OWN TWISTED **EGOS.**

SURE, I KNOW WHO YOU ARE...

BOATS

AND PUNK... SO DO **YOU.**

THAT WAS QUITE A **SPEECH,** MY FRIEND.

PUNISHER...? WHEN DID **YOU** SNEAK UP?

RIGHT AFTER "HEROES WHOSE BOOTS HE ISN'T FIT TO **SHINE**"!

DO YOU **BELIEVE** ALL THAT, WALL-CRAWLER? ARE YOU **TRULY** THAT... **IDEALISTIC?**

YEAH, I'M IDEALISTIC--AND I'LL STAY IDEALISTIC UNTIL SOMETHING **BETTER** COMES ALONG.

WHAT ABOUT **YOU,** PUNISHER? DON'T **YOU** HAVE ANY IDEALS?

I DID-- **ONCE.**

BUT THAT'S A LONG STORY, MY FRIEND-- ONE BETTER TOLD AT **ANOTHER** TIME.

TILL WE MEET AGAIN.

SURE...FRIEND. TILL WE MEET AGAIN.

EPILOGUE: IT TAKES PLACE **HERE,** IN A WARE-HOUSE WE'VE SEEN **BEFORE...**

NYACK

...AND IT FEATURES THIS YOUTH, WHOSE FACE IS **DEFINITELY** FAMILIAR...

THIS IS WHERE HE KILLED MY **FATHER...**

WHAT I NEED... I'LL FIND **HERE.**

YES, IT'S HARRY OSBORN.

AND YES, THIS IS THE FORMER SECRET HEADQUARTERS OF THE MAN WHO KILLED **GWEN STACY.**

AS FOR THE **REST...**

...WE MUST WAIT... FOR **TOMORROW.**

ACTUALLY, WE'RE GONNA HAVE TO WAIT TILL **NEXT ISSUE,** FOR THE BLOCKBUSTER STORY OF THE **YEAR,** A STORY WHICH CAN **ONLY** BE TITLED...

"THE GREEN GOBLIN 'LIVES' AGAIN!"

WE'LL BE **WAITIN'** ON YA, TIGER!

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

™

YOU! HARRY OSBORN! BUT, IT CAN'T BE *YOU* WHO'VE TURNED *AGAINST* ME! *IT CAN'T BE!!*

BUT IT *IS!* FOR--*THE* GREEN GOBLIN LIVES AGAIN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

THE GREEN GOBLIN LIVES AGAIN!

SURELY THE MOST IMPORTANT COMIC STORY YOU'LL READ THIS YEAR!

TO PUT IT MILDLY... THIS IS THE ONE YOU'VE BEEN WAITING FOR!

WHAT'S NEXT ON THE LIST OF THINGS TO DO ON A SUNDAY, MJ?

WE'VE RIDDEN HORSES IN CENTRAL PARK, TAKEN A BOAT TO THE STATUE OF LIBERTY-- CAUGHT A KUNG FU FLICK ON FORTY-SECOND STREET--

HOW 'BOUT A QUIET EVENING AT HOME, PETEY?

THE ONLY QUESTION IS: YOUR PLACE OR MINE?

DRINK

BIG S

SCHLOSSMAN

WALCZAK'S

NOBEL PRIZE COMMITTEE, TAKE NOTE:

GERRY CONWAY.....AUTHOR
ROSS ANDRU.....ARTIST

FRANK GIACOIA & DAVE HUNT.....INKERS
ARTIE SIMEK.....LETTERER
L. LESSMANN.....COLORIST

ROY THOMAS.....EDITOR

MINE, I GUESS. IT'S NEARER. BESIDES, I'VE GOT THIS GREAT NEW ELLA FITZGERALD ALBUM I'VE BEEN WANTING TO--

ELLA WHO?

TIGER, WE'LL JUST HAVE TO DO SOMETHING ABOUT YOUR TASTE IN MUSIC. IT'S STRICTLY 1964.

MAYBE SO, BUT IT'S ALL MINE.

I'LL SAY. NOBODY ELSE WOULD GO NEAR IT!

STILL...YOU DO HAVE POTENTIAL, MR. PARKER, IF YOU'D ONLY LOOSEN UP AND USE IT.

LOOSEN UP? HOW?

I'M A COLLEGE JUNIOR MAJORING IN PHYSICS, MARY JANE.

I'M AS LOOSE AS I'LL GET.

I DON'T KNOW ABOUT THAT, HANDSOME. WHEN WE WERE IN HIGH SCHOOL, YOU WERE DEMON DULL.

THESE DAYS YOU'RE ALMOST BEARABLE.

THANKS A LOT. I THINK.

OH, IT'S A COMPLIMENT, ALL RIGHT. TAKE IT FROM ME, YOU'RE PRETTY OKAY.

EXCEPT FOR YOUR SENSE OF MUSIC. UGH.

TELL ME MORE, MS. WATSON.

I LOVE FLATTERY.

705

HEY--I JUST THOUGHT OF SOMETHING. WHAT ABOUT HARRY?

I MEAN, HE AND I USED TO GO OUT TOGETHER--AND HE'S STILL PRETTY TOUCHY ABOUT THE TWO OF US DATING, ISN'T HE?

DON'T WORRY ABOUT MR. OSBORN, MJ.

MY ROOMMATE AND I HAVEN'T BEEN SEEING TOO MUCH OF EACH OTHER LATELY.

FRANKLY, I REALLY DOUBT HE'LL BE *IN.*

IN *THAT* CASE, PUSSYCAT--

--LET *ME* DO THE DOOR UNLOCKING SCHTICK.

SURE, IF THAT'S HOW YOU GET YOUR *KICKS.*

OH, *SHUT UP.*

MALE CHAUVINISTS ALWAYS OPEN WOMEN'S DOORS FOR THEM, SO WHY CAN'T *FEMALE* CHAUVINISTS DO THE SAME FOR *MEN?*

LIKE I *SAID,* MJ, IF THAT'S HOW YOU GET--

HOLD IT! MY SPIDER-SENSE IS TINGLING LIKE A *FIRE ALARM!*

SOMETHING'S WRONG-- *DEAD* WRONG--!

THE *LOCK!* SOMETHING ABOUT THE LOCK ON MY *APARTMENT DOOR--!*

MARY JANE-- DON'T TURN THAT KEY! DON'T--

KA-KA-

-BOOM!

FOR SEVERAL SECONDS, NOTHING MOVES SAVE THE **SMOKE** SWIRLING FROM PETER'S APARTMENT.

THEN...

A **BOMB**-- EXPLODED WHEN THE LOCK **OPENED**--!

COULD'VE GOTTEN **KILLED** IF I HADN'T--

MARY JANE! IS SHE--?

SHE'S **UNCONSCIOUS**-- BUT HER HEART'S BEATING PRETTY STRONG, AND HER BREATHING DOESN'T SEEM **LABORED.**

GUESS SHE'S OKAY...BUT I WONDER IF **I** AM...

THE WAY MY **EARS** ARE RINGING, I MIGHT HAVE GOTTEN MYSELF A MILD **CONCUSSION,** AND THAT'S NOT SOMETHING TO **FOOL** WITH.

I BETTER CALL AN **AMBULANCE,** AND--**OH NO!**

MY APARTMENT-- IT'S COMPLETELY DEMOLISHED!

WHOEVER **DID** THIS WANTED ME **DEAD**-- THAT'S FOR SURE!

BUT **WHY?** NOBODY KNOWS I'M **SPIDER-MAN** ...OR **DO** THEY? IF SOMEONE'S FOUND OUT, I'M A **SITTING DUCK.**

HUH? WHAT'S THAT ON THE **FLOOR...?**

LOOKS LIKE A **DETONATING FUSE**--MUST HAVE BEEN ATTACHED TO THE **BOMB,** UNLESS HARRY'S TAKEN UP **PYROTECHNICS** AS A HOBBY.

AND SPEAKING OF MY ROOMMATE, WHERE--?

EEEEEEE

POLICE SIRENS! **TERRIFIC!**

I'VE GOT MAYBE **TWO MINUTES** BEFORE THEY COME UP HERE AND START SEARCHING THIS PAD FOR **CLUES.**

AND IF THERE'S ONE THING I **DON'T** WANT THEM TO FIND--

--IT'S MY SPARE **SPIDER-OUTFIT!**

I CAN STICK MY EXTRA **WEB CARTRIDGES** IN MY PANTS--THE BULGE WON'T BE **TOO** NOTICEABLE--

--BUT MY **COSTUME** IS ANOTHER MATTER! I'M ALREADY WEARING **ONE** SET OF THREADS UNDER MY STREET CLOTHES--

--IF I PUT ON ANOTHER, I'LL LOOK LIKE SOMETHING OUT OF A **WOODY ALLEN MOVIE!**

ONLY ONE THING TO **DO**--

--AND THAT'S **DITCH** IT!

LET'S SEE. IT'S GOT TO BE SOMEPLACE THE COPS WON'T LOOK--AT LEAST, NOT RIGHT **AWAY.**

THAT ELIMINATES THE APARTMENT **ITSELF**--AND THE LEDGE OUTSIDE MY **WINDOW**--

--LEAVING THE ROOF OF THE BUILDING **NEXT DOOR!**

GREAT. THAT TAKES CARE OF **THAT.**

NOW ALL I'VE GOT TO DO IS GET BACK OUTSIDE, AND **LOOK** AS SHOCKED AS I **FEEL.**

WHICH IS **PLENTY!**

AND SO, WHEN THE POLICE ARRIVE SIX SECONDS LATER, THEY FIND WHAT THEY HALF **EXPECTED** TO FIND...

...AND THE QUESTIONS ARE GRACIOUSLY PUT OFF FOR **LATER.**

LATER, PLUS FORTY MINUTES...

MR. PARKER? YOU'RE THE YOUNG MAN WHO'S BEEN WAITING TO SEE MISS WATSON?

HER AUNT HAS JUST LEFT...YOU CAN GO *IN* NOW.

IS SHE GOING TO BE *OKAY*, DOCTOR?

LAB

LAB

I EXPECT SO, ALL SHE NEEDS IS *REST*.

MJ ISN'T THE *ONLY* ONE; THE WAY THOSE *COPS* GRILLED ME WHILE I WAS WAITING, YOU'D THINK I WAS THE JERK WHO LEFT THAT *BOMB!*

THAT AND THE EXPLOSION HAVE ME TOTALLY *WIPED OUT*. AFTER THIS, I'D LIKE TO--*HUH?*

AM I *SEEING* THINGS? MJ'S LYING THERE ASLEEP--AND I SEEM TO SEE *ANOTHER* FACE OVER HER'S--!

GWEN! IT'S *GWEN*--

--JUST AS SHE WAS WHEN SHE *DIED!*

THAT EXPLOSION MUST HAVE JUMBLED MY *BRAINS* --GIVING ME *HALLUCINATIONS!* OR *IS* IT MY IMAGINATION? COULD IT POSSIBLY BE--

PETEY... IS THAT *YOU...?*

HEY, LADY... I THOUGHT YOU WERE *ASLEEP*.

I WAS--BUT I GUESS I HEARD YOU *TALKING*.

PETEY, WHAT *HAPPENED* TO ME--?

I'LL TELL YOU ABOUT IT *LATER*, MJ.

RIGHT NOW, YOU BETTER GO BACK TO *SLEEP*-- OKAY?

OKAY.

BUT, WHEN MARY JANE WATSON'S EYES HAVE *SHUT* ONCE MORE...

...*PETER PARKER'S OWN INNER EYE* OPENS...

...AND FOR ONE TIMELESS *INSTANT*, HE RELIVES A HORROR LONG *PAST...!*

"THE *GOBLIN!*

"HE WAS THE ONE WHO KILLED *GWEN...*

"HAS HE COME **BACK**, TO KILL **ANOTHER** GIRL WHO'S CLOSE TO ME?

"I'D ALMOST MANAGED TO FORGET, TO WIPE IT FROM MY **MEMORY**: THAT NIGHT, WHEN THE GREEN GOBLIN KIDNAPPED GWEN TO USE AS A **HOSTAGE** AGAINST ME--

"--AND MADE HER A VICTIM OF HIS **INSANITY** INSTEAD! THE SHOCK OF HER FALL **KILLED** HER--AND ALMOST ENDED **MY** LIFE AS WELL--

"--FOR IT DROVE ME TO A MURDEROUS **RAGE**, MADE ME WANT TO **KILL** THE MAN WHO'D KILLED GWEN STACY--

"--THE MAN WHO HID **BEHIND** THE GREEN GOBLIN'S MASK--

"--**NORMAN OSBORN**, THE FATHER OF MY ROOMMATE AND BEST **FRIEND!**

"**BUT I DIDN'T** KILL HIM. AT THE END, THE THOUGHT OF VENGEANCE MADE ME **SICK**, AND I TURNED AWAY....

"THE GOBLIN, HOWEVER, **WANTED** REVENGE--AND SUMMONED HIS **JET-FLIER** TO ATTACK ME FROM BEHIND.

"I GOT OUT OF THE **WAY.**

"THE GREEN GOBLIN **DIDN'T.**" *

ALL SHOWN IN **SPIDEY** #121-122. --ROY.

SOON, IN AN ALLEY BEHIND THE HOSPITAL...

IT'S FUNNY-- IN THE BACK OF MY MIND, I'VE BEEN *AFRAID* OF THIS FOR *MONTHS.*

I SUPPOSE I'VE ALWAYS KNOWN IT'D HAPPEN SOONER OR *LATER...*

...BUT I'VE TRIED TO *KID* MYSELF IT *WOULDN'T.*

NORMAN OSBORN'S DEAD AND BURIED, BUT SOMEHOW...I *KNOW* THE GREEN GOBLIN IS STILL *ALIVE.*

AND IF HE *IS* ALIVE, THERE'S ONE SURE WAY TO *FIND OUT:*

BY LOOKING *HERE,* IN THIS OLD WAREHOUSE OSBORN USED TO OWN--THE ONE HE USED AS HIS SECRET *HEAD-QUARTERS* WHEN HE BECAME THE GOBLIN.

CARUSO TRUCKING

IT'S BEEN *EMPTY* SINCE OSBORN'S DEATH--

--SO IF THERE'S ANY SIGN OF A *DISTURBANCE,* I'LL KNOW THAT SOMEONE'S BEEN FOOLING AROUND WITH THE GOBLIN'S OLD *EQUIPMENT.*

I'LL *ALSO* HAVE A PRETTY GOOD IDEA *WHO* THAT SOMEONE *IS.*

I JUST HOPE I'M *WRONG.*

SO FAR, SO *GOOD.* MY SPIDER-SENSE ISN'T TINGLING, WHICH MEANS NOBODY'S HERE--RIGHT *NOW.*

OSBORN'S OLD *LAB* IS IN THE NEXT ROOM. I'LL CHECK THAT *FIRST.*

ONE HURRIED, BUT THOROUGH, EXAMINATION LATER...

NOTHING SEEMS TO BE MISSING-- BUT THAT DOESN'T PROVE A THING.

WHOEVER COULD BE USING THIS PLACE COULD ALSO HAVE BOUGHT NEW SUPPLIES-- SUCH AS THAT GADGET USED IN THE BOMB IN MY APARTMENT.

STILL...

THE WHOLE WAREHOUSE IS COVERED WITH DUST AN INCH THICK, AND THERE'S NO SIGN OF A FOOTPRINT ANYWHERE OTHER THAN MY OWN...

...GUESS I WAS WRONG, AFTER ALL.

WHEN YOU COME DOWN TO IT, ANYBODY COULD HAVE PLANTED THAT EXPLOSIVE.

AS PETER PARKER, I GET A FAIR SHARE OF HASSLES BECAUSE OF THE NEWS PHOTOS I SELL TO JAMESON FOR THE DAILY BUGLE.

MAYBE ONE OF THE GUYS I PHOTOGRAPHED DIDN'T LIKE HIS PICTURE, AND--

WAITAMINUTE!

I'M A BONA FIDE DUNCE! A FIRST-CLASS DUMBO!

SURE, THIS PLACE IS COVERED WITH DUST--

--BUT IS IT REAL?

PROP MEN IN MOVIES AND THE STAGE USE A SPECIAL SPRAY TO CREATE A DUST EFFECT, AND IT'S FAIRLY CONVINCING, TOO--TO EVERY SENSE BUT ONE--

--TASTE!

BLECH! IT'S LIKE DRY SOAP-- AS FAKE AS THE PROVERBIAL THREE DOLLAR BILL!

SPIDEY, YOU'RE A GENIUS.

NOT THE HAPPIEST GUY IN THE WORLD AT THE MOMENT-- BUT A GENIUS, NONE-THELESS!

THERE'S NOTHING I CAN DO NOW BUT ***WAIT.***

SOONER OR LATER, HE'S ***BOUND*** TO SHOW UP. AND WHEN HE ***DOES--***

--I'LL BE TUCKED OUT OF ***SIGHT*** IN TYPICAL SPIDEY FASHION.

I WISH I WAS AS GLAD ABOUT ALL THIS AS I'M TRYING TO ***SOUND,*** THOUGH.

BECAUSE, IF WHAT I SUSPECT IS ***TRUE...*** I'M ON THE VERGE OF BECOMING ***BENEDICT ARNOLD NUMBER TWO!***

THE MINUTES BECOME HOURS, AS MINUTES DO, AND THE HOURS PASS ***SLOWLY,*** AS ***HOURS*** DO.

AFTER A TIME, THE SUN SETS AND THE MOON ***RISES.***

AND STILL, SPIDER-MAN REMAINS ***ALONE.***

UNTIL, AS THE MOON REACHES ITS ZENITH OVER THE GRUBBY STREETS OF ***MANHATTAN...***

"A ***SOUND,***" THINKS SPIDER-MAN. "THERE'S SOMEONE MOVING AROUND IN THE NEXT ROOM...SOMETHING ***HISSING...*** A LOW ***MUTTER...***

"***BRACE*** YOURSELF, BENEDICT...

"...HERE COMES THE ***MOMENT OF TRUTH!***"

AND IF EVER A MOMENT WAS TRUE, SPIDEY FANS...

...THIS MOMENT IS IT!

HOLY COW! IT'S REALLY HIM--

SPAAROOM!

THE GREEN GOBLIN LIVES AGAIN!

THAT'S RIGHT, YOU BABBLING IDIOT! I DO LIVE AGAIN, IN ALL MY POWER AND GLORY--

--AND FOR WHAT YOU DID TO ME-- I WILL HAVE REVENGE!

DID TO *YOU?* HOLD IT ONE *SECOND,* PAL!

I DIDN'T DO ANYTHING TO *YOU*--AND BESIDES, WE *BOTH* KNOW THAT THE ORIGINAL GOBLIN IS *DEAD!*

SO CUT THE *BUNK*-- *HARRY!*

DEAD? YOU SAY I'M *DEAD?* WHY, THAT'S MOST *AMUSING.*

IF I'M DEAD, THEN I MUST BE A *GHOST*--

--AND AS WE *BOTH* KNOW SO WELL--*GHOSTS CANNOT BE DESTROYED!*

SPAK!

-*WHOOPS!*- HE'S AS FAST AS THE REAL GREEN GOBLIN --PERHAPS *FASTER!*

THAT *SPARKLE-BEAM* SHOOTING FROM HIS FINGER CUT RIGHT THROUGH MY *WEBBING*--!

IF THAT *IS* HARRY UP THERE, HE'S BEEN *TRAINING.*

WHICH IS JUST *SWELL,* SINCE I'D BEEN EXPECTING TO DEAL WITH AN *ORDINARY* GUY MY AGE--

--AND NOW I'LL HAVE TO FIGHT A REAL, LIVE *SUPER-VILLAIN!*

EVEN IF HE PROBABLY IS-- OR *WAS*-- MY *BEST FRIEND!*

BA-ROOM!

I KNOW WHAT YOU'RE ***THINKING,*** WEB-SLINGER.

YOU'RE THINKING I'M ***MAD***-- AREN'T YOU?

TO BE HONEST, THE IDEA ***HAD*** CROSSED MY MIND!

GOT TO KEEP HIM ***TALKING.*** IF ONE OF THOSE BLASTS ***HITS*** ME--!

PERHAPS I ***AM*** MAD.

DOES IT REALLY ***MATTER***--

--WHEN A MADMAN CAN DO-- ***THIS?***

FRAK

I GUESS ***NOT,*** GOBLIN. IT JUST MAKES YOU A LITTLE MORE ***DANGEROUS*** THAN MOST.

YOU ***UNDER-ESTIMATE*** ME, SPIDER-MAN!

I AM THE ***MOST*** DANGER-OUS MAN YOU'LL EVER ***MEET!***

YEAH, WELL--

--FOR SOME REASON, I WOULDN'T ***COUNT*** ON THAT!

FWIP!

--IT WILL DO YOU LITTLE ***GOOD!***

AN ***EXCELLENT*** MOVE. YOU'VE SNAGGED MY ***JET-FLIER*** WITH YOUR ACCURSED WEBBING, BUT AS YOU'LL ***SEE***--

-; YEEE***OWP!***-- IT'S DRAGGING ME OUT THE ***DOORWAY!*** CAN'T ***DISENGAGE*** MYSELF BEFORE--

BRUMP!

YOU SEE? EVERY-THING WORKS OUT IN THE *END*, MY COLORFULLY-COSTUMED *ENEMY*.

YOUR WEBBING *SNAPS*--

--AND I REGAIN CONTROL OF MY *FLIER*.

AS FOR *YOU*--

--YOU'LL SOON BE *ELIMINATED* AS AN OBJECT OF MY *HATRED*, AND I'LL BE *FREE*--

--FREE TO GIVE FULL REIN TO MY *OWN* PASSIONS AND PLANS, FREE TO LIVE MY *OWN* LIFE AGAIN--AND SEEK MY *OWN* GLORY!

DON'T HOLD YOUR *BREATH*, CHUMP.

WHAT--?

I'VE BEEN HOLDING *BACK*, BECAUSE I KNOW YOU'RE NOT YOURSELF --THAT YOU'RE *SICK*.

WELL, THAT WAS A *MISTAKE*. FROM NOW ON--

WAM!

--THE KID GLOVES ARE *OFF*!

I KNOW THE SHOCK OF YOUR DAD'S DEATH WAS A ***STRAIN*** ON YOU, HARRY--

--BUT YOU'VE GOT TO FACE ***FACTS!***

NORMAN OSBORN WAS A CROOK AND A ***MURDERER***-- AND IF YOU KEEP THIS ***UP***--

--YOU'LL TURN INTO ONE ***TOO!***

YOU BLIND FOOL--YOU'RE LIKE ALL THE ***REST,*** CONDEMNING A MAN BECAUSE HE WAS ***BETTER*** THAN YOU!

BUT YOU'LL ***LEARN.*** WHEN THE GOBLIN HAS CRUSHED YOUR WILL ***ENTIRELY***--

--YOU'LL KNOW ***FULL WELL*** JUST WHO WAS THE MASTER--AND WHO, ***THE PAWN!***

SOMETHING'S ***WRONG***--I'M GETTING ***DIZZY.*** HARD TO THINK-- TO ***BREATHE!***

THE EXHAUST FROM YOUR ***JET FLIER...***

...SOME SORT... OF ***DRUG...***

-;UNNN***NNHHH!***=-

SO IT ***ENDS.***

THE MONTHS OF TREACHERY AND ***DUPLICITY...*** PRETENDING YOU WERE MY ***FRIEND...***

...WHEN ALL THE TIME, YOU PLOTTED BEHIND MY ***BACK!***

WHEN I DISCOVERED YOUR SPIDER-COSTUME IN YOUR DRESSER DRAWER,* I ***KNEW*** WHO YOU WERE AT LAST--

--I KNEW THAT ***PETER PARKER*** WAS ***SPIDER-MAN***--

--AND BECAUSE OF IT, ***HE DESERVED TO DIE!***

*LAST ISSUE, --ROY.

I PLANTED A **BOMB** TO KILL YOU, BUT I REALIZE NOW THAT WAS AN **ERROR.**

YOUR DEATH MUST BE AN **EXECUTION,** IN PAYMENT FOR THE DEATH OF **NORMAN OSBORN.**

I HAVE BEEN YOUR JUDGE AND **JURY--**

--IT'S ONLY **FITTING** THAT I ALSO BE YOUR **EXECUTIONER!**

EH? **NOTHING--?**

NO **POWER!** I MUST HAVE USED UP THE LAST OF THE ENERGY SOURCE **MINUTES** AGO--!

YOU HAVE A **REPRIEVE,** WALL-CRAWLER ...BUT ONLY A **TEMPORARY** ONE.

FOR I PROMISE YOU **THIS:** IF IT'S THE LAST ACT I **PERFORM--**

--I'LL DESTROY YOU **UTTERLY,** WHETHER IT BE PHYSICALLY, BY **KILLING** YOU--

--OR **SPIRITUALLY,** BY REVEALING YOUR PRECIOUS **SECRET IDENTITY!**

RAAROOM!

ONE WAY OR THE OTHER, THIS WILL BE THE **END** OF **SPIDER-MAN!**

AND IT WILL BE UP TO *YOU* TO WAIT AND *WONDER*--

--JUST *WHEN* THAT END WILL *COME!*

HAHAHA

HAHAHA

THE LAUGHTER BUILDS MADLY, AND FINALLY *FADES*...

...LEAVING BEHIND A VERY *WORRIED* COSTUMED HERO.

POSTSCRIPT:

THREE QUARTERS OF AN HOUR LATER, IN THE OFFICES OF THE *DAILY BUGLE*, AN IRATE PHOTOG NAMED *PETER PARKER* MAKES AN ANGRY EXIT FROM J. JONAH JAMESON'S PRIVATE *DEN*.

I ASK HIM FOR A CRUMMY *LEAVE OF ABSENCE*--AND HE TELLS ME IF I WANT A WEEK OFF, I'M *FIRED*.

HE CAN'T FIRE *ME*... I *QUIT!*

J. J. JAMESON

PETER!

MY, WHAT PUT *YOU* IN SUCH A FOUL MOOD? THE WAY YOU'RE ACTING, YOU'D THINK YOU JUST *DISCOVERED* MR. JAMESON'S SUNNY *DISPOSITION*.

REALLY, PETER--WHAT'S *WRONG?*

EVERYTHING SEEMED TO BE GOING SO *WELL* FOR YOU LATELY...!

YOU WANT THE STORY OF MY *LIFE*, BETTY? IS *THAT* IT?

WELL, *FORGET* IT. I'VE HAD IT TO *HERE* WITH PEOPLE BUTTING INTO MY BUSINESS.

FROM NOW ON, PETER PARKER GOES IT *ALONE*...

...AND BELIEVE ME, LADY... I WOULDN'T WANT IT ANY OTHER *WAY*.

HARD WORDS--BUT WHAT DO THEY *CONCEAL?* IF YOU WANT TO LEARN THE ANSWER TO *THAT* AND *OTHER* QUESTIONS...

...TUNE IN *NEXT ISSUE*, FOR THE SECOND PART OF OUR TALE, TITLED:

SPIDER-MAN: RENEGADE!

IT'S JUST FOUR WEEKS AWAY, TIGER! CATCH IT IF YOU *CAN!*

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

MARY JANE! AUNT MAY! FLASH THOMPSON! ALL OF THEM-- AT THE MERCY OF THE GREEN GOBLIN!

LET THEM GO--NOW!

ON THE CONTRARY, WALL CRAWLER! COME ONE INCH CLOSER--AND I'LL BLOW THEM ALL TO BITS!!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

PROLOGUE: EVEN AS OUR HERO CONDUCTS A FRUITLESS SEARCH IN MANHATTAN, ON AN INTERSTATE HIGHWAY IN NEW JERSEY... THE GREEN GOBLIN STRIKES!

SEE WHAT WE MEAN?

HA HA HA

HANK, LOOK OUT!

THERE'S SOMETHING ON THE ROAD--AND IT'S COMING THIS WAY!

HA HA HA HA HA HA

T13580

T13580

OSTI-UNIVERSAL INDUSTRIES

STUNNED, THE TWO TRUCK DRIVERS CAN ONLY STARE IN PARALYZED FEAR--

HA HA HA HA HA

--AS THE BIZARRE SPECTRE BEFORE THEM HURLS SOMETHING TOWARD THEIR TRUCK--

--WHICH CONNECTS--

SPASH!

--AND EXPLODES IN A BURST OF NARCOTIC GAS!

FOOM!

OVERCOME, THE DRIVERS PASS OUT.

ATOMIC INDUSTRIES

THE TRUCK COLLIDES WITH A ROADSIDE CLIFF...

CRASH!

...AND FOR A BRIEF INTERVAL, ALL IS STILL.

THEN...

ATOMIC INDUSTRIES

...HAVING ASSURED HIMSELF THAT HIS VICTIMS ARE QUITE UNCONSCIOUS...

LLIT!

...THE GREEN-GARBED GOBLIN PROCEEDS.

THE VAN'S SIDE IS EASILY BROACHED.

ENTERING, THE GOBLIN FINDS WHAT HE'S COME FOR--

--TAKES IT--

--AND LEAVES WITHOUT FURTHER ADO.

HA HA HA HA

HA HA HA HA HA

END OF PROLOGUE.

BEGINNING OF STORY:

DEATH-TRAP TIMES THREE!

THIS IS THE SECOND NIGHT IN A ROW I'VE SPENT LOOKING FOR *HARRY.*

AND FOR THE SECOND NIGHT IN A ROW I'VE COME UP WITH ZERO --ZILCH--*NOTHING.*

GERRY CONWAY *AUTHOR*
ROSS ANDRU *ARTIST*
F. GIACOIA & D. HUNT *INKERS*
ARTIE SIMEK, *LETTERER*
P. GOLDBERG, *COLORIST*
ROY THOMAS, *EDITOR*

I'M BEGINNING TO THINK OLD HARRY'S TAKEN THE PROVERBIAL *POWDER.*

IN *HIS* FRAME OF MIND, HE'S LIKELY TO DO *ANYTHING.*

AND THAT'S JUST FINE WITH *ME.*

IF I CAN'T *FIND* HIM, I DON'T HAVE TO *DEAL* WITH HIM--

--AND THE *LONGER* I CAN PUT OFF DEALING WITH HIM--

--THE *BETTER* THE CHANCE HE'LL CALM DOWN AND SNAP OUT OF THIS CRAZINESS ON HIS *OWN.*

RIGHT NOW, HE REALLY *BELIEVES* HE'S THE *GREEN GOBLIN*--

--*DESPITE* THE FACT THAT WE'RE REALLY EACH OTHER'S *BEST FRIEND.*

OR *WERE,* UNTIL HARRY'S FATHER DIED.

NORMAN OSBORN WAS THE *REAL* GREEN GOBLIN, AND HE--

TERRIFIC.

MAN, AM I *STUPID.*

I'VE BEEN SO INVOLVED IN SEARCHING FOR HARRY, I'D FORGOTTEN HE'D BLOWN UP OUR *APARTMENT.**

*LAST ISSUE. --ROY.

GUESS THAT GOES TO SHOW THAT EVEN A *PHYSICS MAJOR* CAN HAVE A *ONE TRACK MIND.*

TWO DAYS WITHOUT *SLEEP* CAN DO THAT TO A GUY, I SUPPOSE.

HMMM. IF I DON'T FIND A PLACE TO SLEEP TONIGHT-- MAKE THAT *THREE.*

*LOST IN THOUGHT, OUR HERO SWINGS ACROSS TOWN ALMOST *MECHANICALLY,* UNAWARE OF HIS SUBCONSCIOUS *DESTINATION* UNTIL HE'S JUST ABOUT TO *ARRIVE* AT--

THE HOSPITAL! WOW, I REALLY *HAVE* BEEN IN ANOTHER WORLD!

THIS MESS HAS ME SO CONFUSED AND UPTIGHT, I HAVEN'T THOUGHT ABOUT MJ ONCE IN THE PAST *HOUR!*

THE EXPLOSION WHICH WIPED OUT MY APARTMENT ALSO WIPED OUT *HER*--

--WHICH MAKES ONE MORE THING I *OWE* HER FOR, ON TOP OF EVERYTHING *ELSE.*

MARY JANE'S DONE A LOT TO KEEP ME *SANE,* THESE PAST FEW MONTHS SINCE GWEN WAS KILLED--

--AND CONSIDERING WHAT A ***MANIC-DEPRESSIVE*** I'VE ALWAYS BEEN, THAT'S SAYING A ***LOT!***

SHE'S ONE FINE LADY, OLD MARY JANE IS. IN FACT, I'M BEGINNING TO FEEL--***HUH?***

PETER PARKER!

WE WERE ***WONDERING*** WHEN YOU'D GET HERE, SON.

WHEN WE HEARD THE NEWS, WE RUSHED OVER--FLASH AND I HAVE BEEN HERE ***ALL DAY,*** AND JONAH AND LIZ ARRIVED THIS AFTERNOON--

WHAT KEPT YOU, PETE?

MR. ROBERTSON... LIZ... I DIDN'T ***REALIZE***--IS MARY JANE ***OKAY?***

HAS SHE HAD A ***RELAPSE*** OR SOMETHING--?

NOTHING LIKE ***THAT,*** PETEY.

MJ WAS JUST ***ASKING*** FOR YOU, FELLA--

THOUGH WHAT SHE SEES IN AN EGGHEAD LIKE YOU, ***I'LL*** NEVER KNOW.

WHEW. YOU HAD ME ***GOING*** FOR A MOMENT. SHE SEEMED ALL RIGHT WHEN I SAW HER THIS MORNING--BUT WHEN YOU SAID--

SORRY, PETER. BAD WORDING ON MY PART.

CHALK IT UP TO TENSION AND A LACK OF ***SLEEP.***

CITY EDITORS NEED SLEEP? WELL, SURPRISE, ***SURPRISE!***

SPEAKING OF SURPRISES, MR. PARKER LOOK WHO ***ELSE*** IS HERE.

AUNT MAY!

HOW'S MY FAVORITE GIRL? ALL THAT ***FOOTBALL*** ISN'T WEARING YOU DOWN, IS IT?

FOOTBALL? WHY, PETER, WHATEVER DO YOU ***MEAN?***

JUST A ***RUMOR*** I HEARD--

--ABOUT YOU BEING DRAFTED TO PLAY WITH THE ***GIANTS*** THIS YEAR!

SWEET BOY. YOU'RE SUCH A ***CHARMER!***

I NEVER KNOW WHAT YOU'LL SAY ***NEXT.***

HOW ABOUT--"LET'S SEE MJ"?

WHAT ABOUT ***YOU,*** FLASH? JOIN US?

LATER, PETER. I JUST NOTICED WE'RE STILL ONE FRIEND ***SHORT--HARRY!***

SO I **NOTICED.** I'D HALF HOPED HARRY WOULD **SHOW UP** HERE--BUT NOW--

HEY, FROWN-FACE... WHY SO **GRIM?** I'VE GOT A FEW **SPRAINS,** A SET OF STUFFED-UP **SINUSES**--AND A RINGING IN MY EARS THAT JUST WON'T **QUIT** --AND THAT'S IT!

I'M NOT **DYING** OR ANYTHING, SO PUT ON SOME **CHEER,** OKAY?

GUESS I'M STILL A LITTLE GROGGY **MYSELF,** MJ.

WHEN I THINK WHAT MIGHT HAVE **HAPPENED** TO YOU TWO--

WELL, DON'T LET IT GET YOU **DOWN,** MRS. PARKER. WE'RE OKAY, THE POLICE ARE CHECKING THE WHOLE THING OUT--

--AND THERE'RE **BIGGER** THINGS IN THE WORLD TO WORRY ABOUT THAN **US.**

F'R' INSTANCE...

CLIK.

"--STILL NO POSITIVE **IDENTIFICATION** OF THE HIJACKER, THOUGH THE DRIVERS INVOLVED CLAIM THE SUSPECT WORE A **GREEN COSTUME--**

"--RODE A SMALL BAT-SHAPED **FLYING DEVICE--**

"--AND LAUGHED HYSTERICALLY THROUGHOUT THE--"

SEE WHAT I **MEAN?**

CLICK

THAT'S ALL THEY'VE TALKED ABOUT FOR AN **HOUR,** AND IT JUST SHOWS--

IT JUST SHOWS I'D BETTER BE **LEAVING,** BUTTON-NOSE.

THAT SOUNDS LIKE **NEWS--**

--AND JONAH JAMESON PAYS ME TO BE A **NEWS PHOTOGRAPHER!**

ONE BRIEF FAREWELL LATER...

DEAR GIRL, IF IT'S ANY **CONSOLATION--**

I'VE NEVER UNDERSTOOD HIM **EITHER!**

AND WHILE WE'RE TALKING ABOUT PEOPLE WHO DON'T UNDERSTAND PEOPLE...

PETER, M'BOY--I HOPE YOU'VE **CALMED DOWN** SINCE OUR LAST--AH-- DISCUSSION.

THAT BUSINESS ABOUT **QUITTING--**

--WE'RE **ALL** A LITTLE HOT-HEADED, AND--

IF YOU DON'T MIND, JJJ--

I JUST HAD THIS JACKET **CLEANED.**

UNFORTUNATELY FOR POSTERITY, JONAH'S NEXT FEW STATEMENTS WILL HAVE TO BE **CENSORED--**

--AND POSTERITY WILL JUST HAVE TO SATISFY ITSELF WITH OUR **NEXT** SCENE, WHICH TAKES PLACE SEVENTY-TWO MINUTES **AFTER** PETER DEPARTS JONAH'S PRESENCE.

LET'S GO OVER IT **AGAIN**-- BEFORE THE BIG BOYS ARRIVE.

MY PARTNER ALREADY **TOLD** YOU-- **ALL** OF YOU!

BRINGING US BACK HERE **AIN'T** GONNA CHANGE A **THING!**

SO **YOU** SAY. MAYBE YOU'LL **REMEMBER** SOMETHING YOU FORGOT BACK AT **HEAD-QUARTERS.**

OF COURSE, IF YOU'D RATHER **CLAM UP** TILL THE REST OF THE BOYS GET HERE-- THOSE JOKERS FROM THE FBI, THAT GUY FROM THE AEC--

WELL, THEN, **CLAM UP.**

YA THINK YOU'RE ANOTHER **DICK TRACY,** DON'T YA?

OKAY, YOU WANT THE STORY **AGAIN**--

--YOU'LL GET IT **AGAIN,** FOR THE **UMPTEENTH TIME!**

ME AN' MY PARTNER WERE DRIVIN' ALONG AND THIS GREEN GUY COMES DOWN OUTTA **NOWHERE**--

--AND THE **NEXT** THING WE KNOW, HE'S THROWIN' **PUMPKINS** AT US-- PUMPKINS, I TELL YA!

YEAH...THAT'S WHAT YOU **TOLD** US ALL RIGHT, BACK AT HEADQUARTERS.

NOW WHY DON'T YOU TELL US THE **TRUTH.**

THAT'S WHAT I'VE BEEN **DOIN'** BLAST IT!

SAY, WHY DON'T YOU FELLAS **LAY OFF,** HUH?

WE'VE TOLD YA ALL WE KNOW. FIND THIS **GREEN** GUY--HE'LL TELL YA THE REST.!

THAT HE **MIGHT** FRIEND--**IF** YOU FOUND HIM.!

FRANKLY, I THINK THAT "GREEN GUY" IS *LONG GONE*--

--TOGETHER WITH WHATEVER HE STOLE FROM THIS *TRUCK.*

STILL, I DIDN'T SNEAK A RIDE ALL THE WAY OUT HERE TO JUMP TO ANY HALF-BAKED *CONCLUSIONS...*

T135

...SO I'D BETTER BE ABSOLUTELY SURE OF MY *FACTS* BEFORE I DO ANYTHING ELSE!

BINGO! THERE-- ON THE *SEAT*--

--BITS OF *ORANGE PLASTIC.* THAT *DOES* IT.

I'VE SEEN THIS SORT OF THING *BEFORE*--PUT IT ALL TOGETHER AND IT SPELLS--

SPIDER-MAN!

I *KNEW* THERE WAS SOME-THING HOKEY ABOUT THIS --AND YOU'VE JUST *PROVEN*--

I HAVEN'T PROVEN A *THING,* PAL-- EXCEPT THAT NEW JERSEY COPS ARE AS THICKHEADED AS *NEW YORK* COPS!

YOU GUYS ARE ALWAYS TRYING TO *PIN* SOME-THING ON ME--

BAP!

--'CAUSE YOU JUST CAN'T *BELIEVE* I'M ON *YOUR SIDE!*

BUT LET'S LEAVE THE DEBATE FOR SOME OTHER *TIME,* OKAY?

RIGHT NOW, I'VE GOT THINGS TO DO *BACK HOME*--

--AND IF WHAT I SUSPECT IS *TRUE*--

POW!

KPOW

--IT'S A MATTER OF *LIFE*--

--AND *DEATH!*

ANOTHER SEVENTY-TWO MINUTES LATER:

I'VE SEARCHED EVERY-WHERE FOR HARRY--EXCEPT HERE.

HERE AT NORMAN OSBORNE'S OLD CLOSED DOWN TOWNHOUSE

MAYBE SUBCON-SCIOUSLY, I HAVEN'T REALLY WANTED TO FIND HIM BEFORE THIS--

NOW...I DON'T HAVE ANY CHOICE!

WHEN THE CHIPS ARE DOWN, WEB-SLINGER, FEW MEN DO.

PEOPLE END UP DOING WHAT THEY HAVE TO DO--EVEN IF THEY HATE THEMSELVES FOR IT--

AND YOU DO HATE YOURSELF FOR IT, DON'T YOU, PETER?

YES, INDEED YOU DO.

PARKER!

CRASH!

FWIT!

FWIT!

LET'S MAKE THIS SHORT, HARRY.

I DON'T WANT TO HURT YOU!

HOW KIND OF YOU TO SAY SO--

--WHEN WE *BOTH* KNOW THAT'S NOT THE *TRUTH!*

FWIT!

FWIT!

ALL YOU'VE *EVER* WANTED TO DO IS HURT ME, PARKER--I KNOW THAT NOW.

AT FIRST, IT *DISTURBED* ME. I THOUGHT YOU WERE MY *FRIEND.*

ZAT!

BUT HOW COULD A COLD-BLOODED MURDERER BE ANY FRIEND OF *MINE?* IT WAS *IMPOSSIBLE.*

ZAT!

AND SINCE IT WAS IMPOSSIBLE --IT WAS OBVIOUS YOU WERE NEVER MY *FRIEND!*

HARRY, YOU'RE NOT *WELL.* THE STRAIN OF YOUR FATHER'S *DEATH--*

IT'S BEEN TOO *MUCH* FOR YOU! IT'D BE TOO MUCH FOR *ANY* MAN!

ZAT!

ZAT!

ZAT!

FIEND! YOU DARE BRING MY *FATHER* INTO THIS?

HE WAS THE GREATEST MAN THIS WORLD HAS EVER *KNOWN--*

--AND *YOU* KILLED HIM!

I WAS *THERE,* PARKER-- I SAW IT *ALL!**

BACK IN* ***SPIDEY* *#121-23.* *--ROY.*

IT WAS *I* WHO REMOVED HIS COSTUME --SO THE WORLD WOULD KNOW IT WAS *NORMAN OSBORN* WHO'D DIED --WHO'D BEEN MURDERED BY *YOU!*

YOU'VE MANAGED TO ESCAPE THE *WORLD'S* JUSTICE, SPIDER-MAN--

YOU WON'T ESCAPE *MINE!*

WHEE--OH! HARRY'S GONE OFF THE DEEP END, ALL RIGHT.

HE'S CONVINCED I KILLED HIS FATHER--AND UNLESS I CAN UN-CONVINCE HIM FAST--

--WE'RE HEADED FOR A SHOW-DOWN!

BRACING HIMSELF, SPIDEY DARTS FROM COVER--

--ONLY TO BE ATTACKED FROM A MOST UNEXPECTED DIRECTION!

BAROOM!

YOU'D FORGOT-TEN MY JET FLIER, HADN'T YOU, PARKER?

WELL, I HAVEN'T --AND I PROMISE YOU--

--IT'LL BE THE DEATH OF YOU YET!

ONLY IF YOU CAN USE IT, HARRY.

ZAT

IT TAKES YEARS OF PRACTICE FOR A GUY TO GET GOOD AT A GADGET LIKE THAT--

AND YOU DON'T HAVE THOSE YEARS!

YOUR WEBBING--FORMING A NET! I CAN'T AVOID IT--CAN'T--UNNNH!

NO MATTER WHAT ELSE HE WAS, YOUR FATHER WAS A PROFESSIONAL, HARRY.

BUT YOU--YOU'RE STILL AN AMATEUR--

THUMP

--AND THIS IS THE BIG LEAGUE!

BAT!

GOT TO TRY AND KNOCK HIM *OUT* OF HIS *HYSTERIA*.

HE'S MY FRIEND, AND I CAN'T STAND *DOING* THIS TO HIM, BUT--

PARKER, *WAIT!*

BEFORE YOU *HIT* ME AGAIN, THERE'S SOMETHING YOU SHOULD *SEE*--

BEHIND YOU!

*BENEATH HIS ALL-CONCEALING MASK, PETER PARKER **PALES**--STARES IN SLOWLY COMPREHENDING **HORROR**--AND WITH AN EFFORT THAT SENDS **CHILLS** DOWN HIS SPINE, FORCES HIMSELF TO CHOKE OUT--*

THOSE *VIEW-SCREENS*... I DIDN'T *SEE* THEM BEFORE!

FLASH THOMPSON--MARY JANE--MY AUNT MAY--ALL OF THEM--STRAPPED INTO *CHAIRS* OF SOME SORT--

--SOMETHING SUSPENDED OVER THEIR *HEADS*--?

A SMALL SHAPED-CHARGE *CLEAN FUSION NUCLEAR BOMB.*

BEFORE KIDNAPPING MARY JANE FROM THE HOSPITAL, I STOLE THE *BOMB* FROM A *TRUCK* I HIJACKED EARLIER THIS EVENING--BY NOW YOU *MUST* HAVE HEARD ABOUT IT.

ONE OF THE BOMBS IS *REAL*, AND SET TO GO OFF IN *SIX MINUTES*. THE OTHER TWO ARE *FAKES*.

THE THREE PEOPLE *CLOSEST* TO YOU IN THE WORLD--ONE SOMEWHERE *UPTOWN*, ONE IN THE *MIDTOWN* AREA, THE OTHER *DOWNTOWN*--

--ALL THREE EQUIPPED WITH ONE OF YOUR *SPIDER TRACERS*--TO HELP YOU *FIND* THEM! BUT YOU ONLY HAVE TIME TO *PICK ONE*--AND IF YOU PICK *WRONGLY*--

--THE PERSON MOST DEAR TO YOU--DIES!

I TOLD YOU I WOULD HAVE *JUSTICE,* PETER: AN EYE FOR AN *EYE,* A LIFE FOR A--

POW!

YOU'RE LUCKY I *PULLED* THAT PUNCH, OSBORN.

OTHERWISE, INSTEAD OF SIMPLY BEING *UN-CONSCIOUS--*

YOU'D BE *DEAD.*

NOTHING MORE IS SAID.

NOTHING MORE IS NEEDED.

THE RAGE IN HIS HEART IS ALMOST *ALL-CONSUMING,* AND AS HE SWINGS *AWAY* FROM HARRY OSBORN'S INHERITED TOWNHOUSE, PETER IS *BLIND* TO THE WORLD AROUND HIM--

UNTIL HE REALIZES--

SIX MINUTES--

--WITH *HOW MANY* MINUTES *REMAINING?*

THINK, PARKER-- *THINK!* WHICH OF THE *THREE?* WHICH *ONE?*

WAIT--

SOMETHING HARRY *SAID--*

I'VE GOT IT!

NOW IF I CAN ONLY GET THERE IN *TIME--!*

OH, NO! MY WEBBING-- I'VE RUN OUT!

FOR ONE MIND-WRENCHING INSTANT, PETER PARKER DESPAIRS.

THEN, ABRUPTLY--HE REMEMBERS:

MY SPARE COSTUME...

I HAD TO HIDE IT AFTER HARRY'S BOMB DESTROYED OUR APART-MENT!*

THERE WERE WEB CARTRIDGES WITH IT--I TOOK SOME, BUT THERE'S JUST A CHANCE I LEFT ONE CARTRIDGE BEHIND!

*LAST ISH. --ROY.

IF THERE IS--AND IF I MAKE IT TO THE APARTMENT IN TIME--

--THEN I'LL STILL BE IN THE BALL GAME!

SO MANY IFS.

IT'S INSANE HOW A PERSON'S LIFE CAN DE-PEND ON MAYBES!

THE TREK ACROSS TOWN IS IN ITSELF AN EPIC--

--ONE WHICH WE HAVEN'T TIME TO FULLY DETAIL HERE.

SUFFICE TO SAY THAT OUR HERO ARRIVES AT THE AFORE-MENTIONED COSTUME TUCKED OUT OF SIGHT ON THE ROOFTOP BELOW PETER'S APART-MENT WINDOW...

...AND THAT HE FINDS THE CARTRIDGE HE SO DESPERATELY REQUIRES!

ON SUCH ACTS OF GOD ARE ACTS OF HEROES MADE.

NOW, IT BEGINS--A RACE AGAINST TIME, AGAINST HOPE--

--AGAINST SELF-DOUBT AND FEAR.

WHERE IT WILL END, NO MAN KNOWS...

...LEAST OF ALL, THE COLORFULLY COSTUMED SPIDER-MAN!

GRANT'S TOMB! ACCORDING TO MY SPIDER-SENSE--

--ONE OF THE TRACERS HARRY STOLE IS INSIDE!

THAT HEAVY METAL DOOR IS PROBABLY LOCKED--

BUT RIGHT NOW, I JUST DON'T CARE!

WHUMP!

IT'S AUNT MAY, ALL RIGHT--

--AND SHE'S APPARENTLY TRANQUILIZED --UNCONSCIOUS!

I JUST HOPE I WAS RIGHT IN MY GUESSWORK--THAT HARRY'S "MOST DEAR" MEANT AUNT MAY-- BECAUSE IF I WASN'T--

--AND THAT BOMB DOESN'T EXPLODE--

--THEN IT'S EITHER FLASH OR MARY JANE WHO'LL DIE TONIGHT--

--AND I MAY NEVER BE ABLE TO FACE MYSEL--

FOOOM!

BURRRUTTHHHHER!

IF I NEVER HAVE TO GO THROUGH SOMETHING LIKE THAT AGAIN--

IT'LL BE TOO SOON!

IT DIDN'T *WORK*, HARRY.

MY AUNT'S JUST *FINE*.

IN *THAT* CASE--

--I'LL HAVE TO KILL *YOU!*

HARRY, DON'T BE A *FOOL!*

YOU'RE *SICK*-- I DON'T WANT TO *HURT* YOU!

I LOST MY *TEMPER* BEFORE, AND I'M *SORRY*--DON'T FORCE ME TO HIT YOU *AGAIN*--!

YOU'LL HAVE TO DO MORE THAN *HIT* ME, PARKER.

YOU'LL HAVE TO *MURDER* ME, AS YOU MURDERED DAD, BEFORE I EVER LET YOU GO *ALIVE!*

I'M GOING TO KILL YOU! *KILL YOU! KILL YOUUUUUUUU*

THUD!

FA-ZOOM!

HARRY!

HE SMASHED INTO THE VIEW-SCREEN *CONTROL BOARD*--AND THE *SHORT-CIRCUIT* KNOCKED HIM *OUT!*

I WISH THIS *SETTLED* THINGS BETWEEN US--

--BUT IT *DOESN'T*. HARRY STILL THINKS HE'S MY *ENEMY*. NOTHING I CAN DO WILL *CHANGE* THAT.

UH-OH. *POLICE SIRENS.*

THERE'S ONE LAST *CHORE* I HAVE TO PERFORM BEFORE THEY *ARRIVE*--

FOR WHATEVER *GOOD* IT'LL DO ME.

AND WITH *MY* LUCK--THAT WON'T BE *MUCH.*

THUS, WHEN THE POLICE ARRIVE A SHORT TIME LATER--SUMMONED BY A WORRIED NEXT-DOOR **NEIGHBOR**-- TO INVESTIGATE THE STRANGE **SOUNDS** COMING FROM THE OSBORN TOWN-HOUSE, THEY FIND **NOT** SPIDER-MAN AND THE GREEN GOBLIN--

--BUT PETER PARKER-- AND A DISHEVELED HARRY OSBORN.

HOWEVER, IF YOU THINK PETER'S TROUBLES ARE **OVER**--

--FORGET IT.

JUST A MINUTE--THERE'S SOMETHING YOU SHOULD KNOW, **ALL** OF YOU!

PETER PARKER IS **SPIDER-MAN**--

--AND I CAN **PROVE** IT!

SUDDENLY, THE AIR IS VERY **COLD**.

WELL, THAT'S **IT**. HARRY TOLD ME HE'D **DO** IT--AND HE **DID**.

NINE WORDS--THAT'S ALL IT TAKES TO THROW A GUY'S LIFE OUT THE **WINDOW**.

I MIGHT AS WELL JUST **ADMIT** IT, AND GET READY-- **HUH?**

THAT'S A PRETTY WILD **ACCUSATION**, SON.

YEAH. HOW DO **YOU** KNOW WHO SPIDER-MAN IS?

THAT'S **OBVIOUS**, OFFICER.

I'M THE **GREEN GOBLIN!**

TAKE HIM AWAY, BOYS. THE GOBLIN'S BEEN AROUND FOR **YEARS**.

IF HE'S THE GOBLIN--HE MUST HAVE STARTED **MIGHTY YOUNG**.

BLIND **FOOL**! YOU'LL PAY FOR THIS SOMEDAY! **YOU'LL PAY**!

POOR KID. HE'S GOING TO NEED A LOT OF **HELP**.

WHATEVER I CAN GIVE, HE'S **GOT**. YOU SEE, OFFICER...

HE'S MY FRIEND.

-FINI-

NEXT ISSUE PETER DISCOVERS THAT A HOUSE IS NOT **NECESSARILY** A HOME, IN A TALE WE CALL-- **'MADNESS MEANS THE MINDWORM!'**

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

SMASH SPIDER-MAN! DESTROY HIM! KILL HIM!!

YES! YES!

THEY'RE HELPLESS PAWNS! I CAN'T BRING MYSELF TO FIGHT BACK! I CAN'T!

MADNESS MEANS THE MINDWORM!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

MADNESS MEANS...THE MINDWORM!

TERRIFIC.

THREE DAYS WITHOUT *SLEEP*--A BATTLE WITH MY EX-BEST FRIEND, WHO TURNS OUT TO BE *THE GREEN GOBLIN*--AND THEN *THIS*.

I'D ALMOST MANAGED TO *FORGET* THAT MY APARTMENT'S BEEN *DEMOLISHED*...

...THANK YOU, WORLD, FOR *REMINDING* ME.

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST*

FRANK GIACOIA & D. HUNT, *INKERS*

ANNETTE KAWECKI, *LETTERER*
PETRA GOLDBERG, *COLORIST*
ROY THOMAS, *EDITOR*

SOMEDAYS I WONDER WHETHER MY LUCK IS WORSE AS *SPIDER-MAN* OR AS *PETER PARKER.*

ON THE *ONE* HAND, I HAVE TO DEAL WITH CRAZY *CROOKS.* ON THE OTHER HAND, I HAVE TO DEAL WITH--

--LANDLORDS?

POUND!

POUND!

THAT'S RIGHT--HE SAID HE WAS COMING UP TO INSPECT THE *APARTMENT* TODAY.

TIME FOR A FAST *CHANGE*--

--'CAUSE I'VE GOT *ENOUGH* TROUBLE WITHOUT GIVING AWAY MY SPIDEY IDENTITY.

AND FROM THE LOOK ON MR. TEMPLETON'S *FACE*--

--MY TROUBLES ARE JUST *BEGINNING!*

I *HEARD* WHAT HAPPENED HERE.

I DIDN'T *BELIEVE* IT--

BUT NOW I *DO.*

HAVE YOU ANY *IDEA* HOW MUCH IT'S GOING TO COST TO *REBUILD* THIS UNIT?

NEVER MIND *PAINTING*--NEVER MIND *PLASTERING*--

YOU SHOULD SEE THE NEXT FLOOR!

THIS ENTIRE SIDE OF THE BUILDING IS *RUINED*--

--WATER LEAKING *EVERYWHERE*--

--FLOORS *LISTING*--

--CEILINGS *COLLAPSING*--!

LEASE

MR. PARKER--

YOU ARE THROUGH!

LEASE

I EXPECT YOU OUT BY TOMORROW MORNING.

GOOD DAY, SIR.

GOOD DAY.

AND SO, AN HOUR OR SO LATER...

I DON'T *UNDERSTAND* IT. I'VE CALLED ALMOST EVERYONE I KNOW FROM COLLEGE--AND NONE OF THEM HAS ROOM FOR AN EXTRA *ROOMMATE.*

I DON'T WANT TO WORRY *AUNT MAY*-- NOW THAT SHE'S LIVING WITH MRS. WATSON AGAIN.

THERE'S ONLY *ONE NAME* I HAVEN'T TRIED...

...*FLASH THOMPSON.*

HE AND I ARE *OLD ENEMIES.*

FLASH THOMPSON
Rockaway Beach Blvd.
Rockaway, N.Y. 11693
TEL- 945-034

STILL--WHEN YOU'RE UP AGAINST THE *WALL--!*

212 826-0880

HELLO, FLASH? PETER. DID YOU HEAR WHAT HAPPENED TO *HARRY?*

YES, I KNOW-- IT'S *SAD.* THINGS NEVER SEEMED TO *WORK* FOR HIM.

WELL --UH-- THAT'S WHY I'M *CALLING.*

YOU SEE, THE *APARTMENT* HARRY AND I--

YOU HEARD?

YOU WHAT?

YOU WILL?

I *CAN?*

THANKS, FLASH. THANKS A *LOT.*

CAN YOU *BEAT* THAT?

YOU KNOW A GUY FOR SIX YEARS--AND YOU'VE NEVER REALLY KNOWN HIM *AT ALL.*

SOON...

FLASH LIVES OUT IN *FAR ROCKAWAY*--IN AN APARTMENT HE'S MANAGED TO RENT WITH MONEY LEFT OVER FROM HIS STUDENT *G.I. LOAN.*

THAT'S GOING TO BE QUITE A *SWITCH* FROM MID-TOWN MANHATTAN... MOVING INTO *QUEENS,* AND ALL.

I STILL CAN'T GET OVER THE WAY FLASH *TREATED* ME...

YELLOWCAB

M 1021

I MEAN, IT'S ALMOST *EMBARRASSING*, WHEN I THINK HOW WE USED TO BE AT EACH OTHER'S *THROATS* IN HIGH SCHOOL.

SAY--WHAT *ROUTE* IS THIS, ANYWAY?

HUH? WHATCHAMEAN? I AIN'T TRYIN' TA *ROOK* YA, KID--

NO, THAT'S NOT WHAT I MEAN.

IF I'M GOING TO BE *LIVING* OUT THIS WAY--

FAR ROCKAWAY

BELT

YEAH, I GETCHA. WELL, THAT WAS THE *MARINE PARK-WAY BRIDGE* BACK THERE--

--AND THIS HERE'S THE *BEACH CHANNEL DRIVE*, SEE?

YELLOW CAB

WHATCHA GOT HERE IS YOUR *ROCKAWAY BEACH BOULEVARD*--

--THAT'S *BOARDWALK* OVER THERE--AND THAT LUMP'A GREEN WET STUFF'S THE *SEA*.

NICE.

ON DUTY

YELLOW CAB

YEAH, WELL, IT'S A LITTLE *DESERTED* RIGHT NOW--BUT THEY'RE PLANNING ON PUTTIN' SOME *HIGH RISES* UP.

THEY TORE DOWN *MOST* OF THE OLD HOUSES--

--BUT THEY AIN'T GOT TA *ALL* OF THEM YET, KNOW WHAT I MEAN?

SURE.

THANKS--AND KEEP THE *CHANGE*.

THANKS *YERSELF*, BUB.

ENJOY THE *NEIGHBORHOOD*.

I'LL TRY.

WELL, I'LL SAY *THIS* FOR FLASH'S BUILDING--

IT'S NOT *OSTENTATIOUS.*

*WITH A SIGH, PETER STRIDES FORWARD INTO THE SHADOWS **SURROUNDING** THE LONELY APARTMENT COMPLEX--*

*--UNAWARE THAT HIS EVERY MOVEMENT IS BEING **OBSERVED**--*

*--AND THAT HIS PRESENCE HAS JUST LIT THE **FUSE**--*

*--OF A VERY **SHORT-FUSED TIME-BOMB!***

I SENSE *POWER*--A STRENGTH OF *WILL*--

--A MIND *SEETHING* WITH *EMOTION!*

IT'S THAT *BOY*--THAT YOUNG MAN WHO JUST *ARRIVED.*

HE'S *DIFFERENT* FROM THE OTHERS...

...HIS EMOTIONS ARE *DEEPER*--HIS SENSE OF LIFE, FAR MORE *COMPLEX*-- FAR MORE *INVOLVED!*

IT'S ALMOST MORE PSYCHIC POWER THAN I CAN *STAND,* ADDED TO ALL THE *OTHER* EMOTIONS OF THE PEOPLE WHO LIVE IN THIS *PLACE*--

--THE EMOTIONS ON WHICH I *FEED!*

I, WHO SOME MEN DARED CALL-- *THE MIND-WORM!*

THE MAN SNORTS--A FOUL, UNHEALTHY SOUND IN THE NEAR-SILENCE OF THE DILAPIDATED SHACK.

MOVING WITH A STRANGE, UNCANNY GRACE, HE SETTLES HIMSELF ON THE DUSTY FLOOR--ARRANGES HIS MIS-SHAPEN BODY--

--AND BEGINS TO DO--SOMETHING.

JUST WHAT IT IS HE DOES, WE CAN'T QUITE SAY.

IN A WAY IT'S A FORM OF MEDITATION--OR SO IT SEEMS--AND IN ANOTHER WAY, A DARKER WAY--

--IT SEEMS TO BE--

--A FEEDING.

LATER:

--NICE PLACE YOU HAVE HERE, FLASH.

LISTEN, I HOPE I WON'T BE--YOU KNOW, INTRUDING.

FORGET IT. AFTER MY STINT IN THE ARMY, A ROOM TO MYSELF IS LIKE WIDE-OPEN SPACES.

YOU NEVER TOLD ME, FLASH--HOW'D YOU LIKE THE ARMY, ANYWAY?

PARKER, WHEN IT COMES TO THE ARMY --"LIKE" IS WHAT YOU CALL YOUR INOPERABLE TERM.

YOU DON'T LIKE OR DISLIKE--YOU ENDURE.

Y'KNOW, FLASH--I THINK THIS IS THE BEGINNING OF A BEAUTIFUL FRIENDSHIP.

MUCH LATER, AFTER SEVERAL HOURS OF NON-STOP CONVERSATION, DURING WHICH TWO YOUNG MEN RE-DISCOVER THE MAXIM --"AGE, LIKE DISTANCE, LENDS DOUBLE CHARM"--

YAWN!

WELL-- THERE'S ONE SHATTERED ILLUSION OF MY YOUTH.

I ALWAYS THOUGHT IF YOU GOT FLASH AND I ALONE IN THE SAME ROOM, WE'D START SLUGGING EACH OTHER.

INSTEAD, WE FIND OUT HOW MUCH WE HAVE IN COMMON--AND TALK EACH OTHER TO SLEEP!

HMM-- DON'T FEEL LIKE SLEEPING YET, MYSELF-- WHAT I DO FEEL LIKE--

"--IS SOME FREE-WHEELING WEB-SLINGING!"

THUS, SOME TEN MINUTES LATER, A FAMILIAR COSTUMED FIGURE SLIPS SILENTLY THROUGH THE SHADOWS OF FLASH THOMPSON'S LIVING ROOM--

--OUT INTO THE OCEAN-SWEET AIR OF A PART OF QUEENS CALLED FAR ROCKAWAY.

NOW THIS IS WHAT I CALL LIVING. FUNNY--NO MATTER HOW EXHAUSTED I GET, PUTTING ON THIS CRAZY OUTFIT ALWAYS--

HUH? AM I SEEING WHAT I THINK I'M SEEING?

PEOPLE-- DOZENS, HUNDREDS OF PEOPLE--

--MOVING LIKE A BUNCH OF ZOMBIES-- OR SLEEPWALKERS --TOWARD THE SHORE!

I'VE GOT TO GET FLASH TO THE WINDOW--

--SO HE CAN TELL ME WHETHER I'M *IMAGINING* THINGS, OR--*UH-OH!*

THE APARTMENT DOOR'S *OPEN*--AND FLASH IS *GONE!*

THE *ELEVATOR*-- CAN'T *REACH* IT--

BUT I'D BET MY BOTTOM DOLLAR THAT'S *FLASH* IN THERE--*GOING DOWN!*

THIS IS GETTING *SCREWY.*

SOMETHING'S GOING *ON* IN ROCKAWAY TONIGHT--

--AND IT SEEMS TO BE AFFECTING *EVERYONE* BUT ME!

LOOK AT THAT --PEOPLE COMING OUT OF THIS *BUILDING,* SLEEP-WALKING LIKE ALL THE *OTHERS*--

--AND RIGHT THERE *UP FRONT*--THAT'S *FLASH,* ALL RIGHT, AS CONKED OUT AS EVERYBODY *ELSE!*

WHAT IN THE NAME OF J. JONAH JAMESON IS GO-ING *ON?*

WAITASECOND-- NOW *I'M* FEELING IT TOO!

MY *SPIDER-SENSE* IS TINGLING ENOUGH TO SEND SHOCKS RIGHT DOWN TO MY *TOES*--SOME-THING IS *DRAW-ING* ME--

--PULLING ME--AND THE *REST* OF THIS BURG--TOWARD THAT *HOUSE!*

I'M ABLE TO *RESIST* IT--*SOMEHOW*--

"*BUT I SEEM TO BE THE ONLY ONE WHO CAN!* MEN--WOMEN--CHILDREN--PEOPLE WHO ARE HALF-*UNDRESSED*--GIRLS IN NIGHTGOWNS, MEN IN *PAJAMAS*--

"*THEY'RE ALL HELPLESS!*"

WHICH MEANS THEY NEED *HELP*--

WHICH MEANS THEY NEED ME!

LIKE LEMMINGS DRAWN TO THE SEA BY INSTINCT, THE CROWDS OF APPARENTLY-COMATOSE ROCKAWAYANS COME SLOWLY TOGETHER IN A MILLING *KNOT*--

--AND THE SHEER PSYCHIC *FORCE* OF THEIR COLLECTED MINDS IS ALMOST ENOUGH TO DRIVE THE SELF-STYLED MINDWORM *WILD!*

THIS--THIS IS *MORE*--

--MORE THAN I'VE EVER *KNOWN*--SO *INTENSE*--

--MENTAL ENERGY--FLOODING *THROUGH* ME--!

HE DRINKS IN THE SURGING POWER--*FEEDS* ON IT--AND AS HE DOES, HIS OWN MIND INVOLUNTARILY *SNAPS BACK,* AS IT SO OFTEN HAS--

--TO THE DAY HE WAS *BORN*--

ERNITY WARD

--THE DAY HIS FATHER FIRST *REALIZED* HIS SON WAS A--

--FREAK.

I'M SORRY...WE'VE HAD A RASH OF ABNORMAL BIRTHS SINCE THE GOVERNMENT OPENED UP THAT EXPERIMENTAL COMPOUND OUTSIDE TOWN...

...BUT ALL THE OTHERS WERE STILL-BORN.

I SUPPOSE WE CAN BE THANKFUL--YOUR SON IS ALIVE.

HE REMEMBERS IT ALL, WITH AN INDEFINABLE SENSE OF GUILT--AS THOUGH IT WERE HIS FAULT.

WAS IT HIS FAULT HIS PARENTS ALWAYS SEEMED SO WEAK--THAT HIS FATHER LOST HIS JOB SHORTLY AFTER HE--THE FREAK --WAS BORN?

WAS IT HIS FAULT HIS MOTHER BECAME MORE HAGGARD AS THE MONTHS PASSED--? WAS IT HIS FAULT SHE SLOWLY LOST HER STRENGTH--BECAME A WALKING CORPSE--

--AND FINALLY --DIED?

NO, IT COULDN'T HAVE BEEN HIS FAULT--THOUGH, THE WAY HIS FATHER LOOKED AT HIM, LIKE HE WAS LOOKING AT A MONSTER--!

THAT WASN'T NICE AT ALL.

AND THE WAY HIS FATHER RAN--

THAT WASN'T NICE EITHER.

BUT WAS IT HIS FAULT HIS FATHER RAN IN FRONT OF A SPEEDING CAR?

NO.

SO WHY DID HE FEEL THIS--THIS GUILT?

WELL, IT DIDN'T MATTER--CHILDREN ALWAYS FELT GUILT ABOUT THEIR PARENTS.

ANYWAY, HE NEVER FELT ANY GUILT ABOUT THAT KID IN THE ORPHANAGE--

--THE KID WHO WAS ALWAYS PICKING ON HIM--

--UNTIL HE MADE THE KID STOP--

--BY DOING SOMETHING FUNNY TO THE KID'S BRAIN.

NO, HE DIDN'T FEEL GUILT ABOUT THAT AT ALL.

STILL, HE REMEMBERED THOSE FIGHTS--AND HE WORKED FOR YEARS AT BUILDING UP HIS PHYSICAL STRENGTH, AS WELL AS HIS MENTAL POWER--

--AND BY THE TIME HE LEFT THE ORPHANAGE, HE WAS STRONG--

--AND HE KNEW HE WOULDN'T HAVE TO WORRY ABOUT BEING BULLIED ANYMORE--EVER AGAIN.

BUT THERE WAS SOMETHING ELSE HE WANTED, WHICH WAS WHY HE CAME HERE--TO THIS ABANDONED SHACK.

HE WANTED PEOPLE--HE WANTED--

WAIT. THERE'S SOMEONE OUTSIDE--

HEY, BILL--I THINK YOU BETTER CALL IN.

THERE'S SOMETHING CRAZY GOING ON HERE--AND THE CAPTAIN BETTER KNOW ABOUT IT!

GOTCHA.

POLICE

THIS IS CAR 2094--! SARGE, LISTEN TO THIS:

THE COP MAKES HIS REPORT QUICKLY, AND IT'S A GOOD THING HE DOES--FOR, NO SOONER HAS HE FINISHED THAN HE AND HIS PARTNER ALSO FALL PREY TO THE STRANGE SIREN CALL--

--AND WANDER OFF, LEAVING THEIR RADIO SPUTTERING--

--AND THE DISPATCH SERGEANT ANNOYED--AND SOMEWHAT FRIGHTENED!

HELLO, CAPTAIN? SIR, YOU'RE NOT GOING TO BELIEVE THIS--

BUT THE CAPTAIN DOES--AND, WHEN THE SERGEANT STOPS EXPLAINING--

DON'T JUST SIT THERE, MAN--GET ME THE LIEUTENANT IN CHARGE OF THE RIOT SQUAD!

MOVE!

SPEAKING OF MOVING--THAT'S EXACTLY WHAT OUR HERO'S TRYING TO DO, WITH A LITTLE LUCK--!

THESE PEOPLE ARE LIKE A WALL! CAN'T--GET--PAST--!

KILL HIM KILL HIM KILL HIM KILL HIM

HUH?

WELL, THANKS FOR LETTING ME--

UH-OH!

AS ONE CREATURE, THE CROWD OBEYS THE MENTAL COMMAND--THROWING ITSELF UPON OUR HARRIED HERO--

--REACHING OUT WITH CLAWED FINGERS, TO REND AND SLAY...

...WELL, ALMOST.

HOLD IT!

YOU PEOPLE ARE CRAZY!

SOMEONE OR SOMETHING HAS GOTTEN CONTROL OF YOUR *MINDS!*

FTTT!

FFTT!

I DON'T KNOW *HOW*-- BUT I'M SURE GOING TO FIND OUT *WHY!*

*AND, EVEN AS SPIDER-MAN FIGHTS ONE OF THE **STRANGEST** BATTLES OF HIS YOUTHFUL CAREER--*

--OTHER FORCES ALSO MOVE INTO ACTION--

*--SEALING OFF THE EN-TRANCES AND EXITS TO FAR ROCKAWAY--THE **CROSSBAY TOLL BRIDGE**, THE **MARINE PARKWAY**--*

*--EVEN THE "A" TRAIN, STOPPED ON ITS TRACKS TEN MILES **AWAY.***

*THE ONLY **PROBLEM** IS--WHEN THESE RIOT COPS **REACH** THE MINDWORM'S SHACK, WILL THEY BE ABLE TO **RESIST** HIS MENTAL POWER--?*

*OR WILL THEY GO **UNDER**...*

...AND GIVE THE MIND-WORM CONTROL--OF AN ARMY?

*YEP, LOOKS LIKE TIME IS GROWING A MITE **SHORT.***

WHOEVER IS *BEHIND* ALL THIS --IS *IN THIS HOUSE!*

I THINK I'D LIKE TO HAVE A *TALK* WITH THAT FELLA--

--SPIDEY-STYLE!

RRIPP!

WHAT DO YOU KNOW--I HIT THE JACKPOT FIRST TRY!

YOU--ARE THE ONE--WHO CAME!

THE ONE--WHOSE MIND IS FILLED WITH EMOTION--!

I WANT THAT EMOTION --I NEED THAT EMOTION--

"--AND I--"

--WILL HAVE THAT EMOTION!

BRIEFLY, SPIDEY STAGGERS--

--AND FOR AN INSTANT, THE MIND-WORM GRINS.

SLOWLY, SO SLOWLY--

--SPIDER-MAN IS FORCED TO HIS KNEES, AS HE FEELS THE VERY STRENGTH OF HIS SOUL DRAINING FROM HIM.

BUT THEN-- MIRACULOUSLY--

--SOMETHING HAPPENS.

CALL IT THE "WILL TO RESIST." CALL IT SHEER STUBBORN-NESS. CALL IT WHAT YOU WILL--

--SPIDER-MAN STANDS--

--AND LASHES OUT!

POW!

NICE GOING, HANDSOME. FOR A MOMENT--

--YOU ALMOST HAD ME!

BUT THEN I REMEMBERED--I'M A MAN, NOT A CRUMMY PUPPET!

UNNNNH!

THE OTHERS ARE USED TO MY POWER-- THEY'VE LIVED HERE FOR MONTHS, FOR YEARS--WITH ME AMONG THEM!

BUT YOU-- YOU'RE STRONGER!

TAKE YOUR BEST SHOT, CHUCKLES--

--IT'S THE ONLY CHANCE YOU'LL HAVE!

KRAK!

YOU-- HURT ME.

THAT MEANS --I HAVE TO HURT YOU--!

I'LL-- HAVE TO KILL YOU!

EEEYOW!

MY HEAD--!

YOU'RE--NOT LIKE *THEM*. YOU *FEEL* THINGS--YOU'RE MORE INVOLVED--YOUR EMOTIONS ARE SO DEEP, THEY *INTOXICATED* ME--WHEN ADDED TO THE *REST*!

BUT THAT'S *OVER*--

HEY!

SMASH!

IF I'M TO LIVE AND SURVIVE--I *HAVE TO DESTROY* YOU!

ALL I'VE EVER WANTED IS TO *LIVE* HERE--WITH ALL THESE PEOPLE, ALL OF THEM *FEEDING* ME WITH THEIR MINDS--THEIR *SOULS*!

THEN *YOU* HAD TO COME ALONG--AND I COULD *HEAR* YOU, SO LOUD IN MY *MIND*!

THAT'S WHY I HAVE TO *CRUSH* YOU--

SO I CAN'T *HEAR* YOUR MIND ANYMORE!

HE'S BREAKING MY *RIBCAGE*! CAN'T HEAR WHAT HE'S *SAYING*--CAN'T HEAR--

HEAR!

THAT'S *IT*!

KPA-KOW!

MY EARS! WHAT HAVE YOU DONE TO *MY EARS*!

YOU KEPT TALKING ABOUT *HEARING MINDS*--

AND YOU CAN'T *HEAR*--WHEN YOUR *EARS* ARE RINGING --*CAN YOU*?

CHOKING BACK A CRY, THE MAN WHO CALLED HIMSELF THE MIND-WORM **STAGGERS** OUTSIDE--MOVING BLINDLY, MORE LIKE A MAN WHO CAN'T **SEE**--

--THAN A MAN WHO CAN NO LONGER **HEAR!**

THE **ROARING**--IT'S **EVERYWHERE!**

GRADUALLY, LIKE SLEEPWALKERS SLOWLY **WAKING**, THE PEOPLE WHO'D BEEN DRAWN BY THE MINDWORM **TURN AWAY.**

RELEASED FROM HIS CONTROL--THEY SIMPLY **WANDER OFF**, BACK TO THEIR HOMES AND THEIR BEDS, WHERE THEY'LL RETURN TO A **NATURAL** SLEEP--

--THINKING IT ALL--JUST A **BAD DREAM.**

AS FOR THE MINDWORM...

DON'T **LEAVE** ME --YOU DON'T **UNDER-STAND** HOW MUCH--MUCH I NEED YOU ALL!

THE PEOPLE DON'T SEEM TO HEAR HIM--

--AND NEITHER DO **THE POLICE**, WHEN THEY ARRIVE A MOMENT **LATER.**

--I'VE ALWAYS BEEN SO **ALONE**, DON'T YOU SEE?

POLICE

EVERYONE'S BEEN WATCHING **HIM** SO MUCH, THEY DIDN'T SEE ME **CHANGE**--

WAIT--WHAT'S HE **SAYING**?

AND I CAN'T **STAND** BEING ALONE!

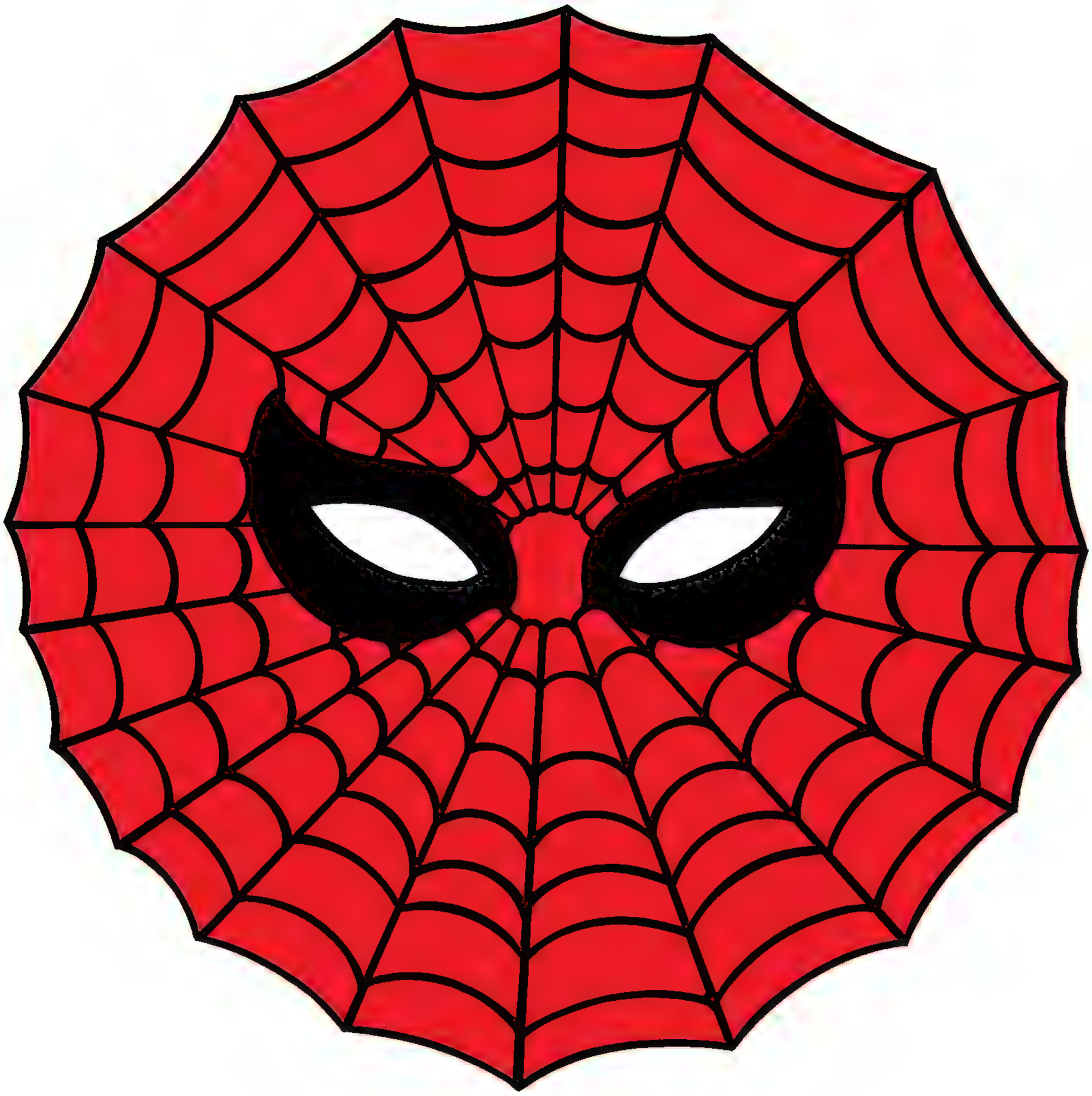
IT--IT **FRIGHTENS** ME!

HEY, FLASH--LET'S GET SOME **SLEEP**, OKAY?

WHAT? OH, SURE, PETE.

GUESS IT'S BEEN A LONG NIGHT --FOR US **ALL.**

NEXT ISSUE: SEE PETER'S NEW APARTMENT IN-- "**DAY OF THE GRIZZLY!**"



SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

GET UP, MAN! GET UP-- OR HE'LL KILL US BOTH!

YOUR TIME IS UP, WALL-CRAWLER! THIS IS THE

DAY OF THE GRIZZLY!

WARNING: DON'T SNEAK A PEEK AT OUR LAST-PAGE APPEARANCE OF A SURPRISE SUPER-VILLAIN!

KANE+ROMITA

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE END OF SUMMER... ALMOST. THE AIR'S A LITTLE **COOLER** NOW; THE SUN DOESN'T SHINE QUITE SO **BRIGHTLY**; AND THE EVENING ARRIVES A LITTLE **EARLIER** THAN IT DID ONLY A MONTH AGO...

SOME PEOPLE FIND THESE LAST FEW DAYS OF AUGUST **DEPRESSING**; OTHERS FIND THEM A **DELIGHT**-- BECAUSE THEY'RE THE **WINTER** PEOPLE.

AS FOR OUR WEB-SLINGING **HERO**-- WELL, WHEN YOU'RE WORRYING ABOUT AS MANY THINGS AS **HE** IS--YOU HARDLY HAVE TIME TO EVEN **NOTICE** THE SEASON--

NEVER MIND CARE.

DAY OF THE GRIFFIN!

ONE OF MARVEL'S **MIGHT-IEST**; BROUGHT TO YOU BY--

GERRY CONWAY * ROSS ANDRU
AUTHOR * ARTIST

F.GIACOIA & D.HUNT, EMBELLISHERS

ARTIE SIMEK, LETTERER
JAN BRUNNER, COLORIST

ROY THOMAS, EDITOR

POSTERITY, TAKE NOTE. THE REST OF YOU--**ONWARD!**

THREE WEEKS--AND I STILL HAVEN'T FOUND A PLACE TO LIVE.

I'M BEGINNING TO THINK I MIGHT BECOME FLASH'S ROOMMATE PERMANENTLY--

FLY EASTERN

AND THAT'S JUST TOO HEAVY A THOUGHT TO DEAL WITH!

IMAGINE--MY WORST ENEMY IN HIGH SCHOOL--AND HE'S THE ONLY GUY WHO'D PUT ME UP WHEN I LOST MY OLD APARTMENT.*

IF IT WASN'T SO FUNNY--IT'D BE IRONIC.

*IF YOU MISSED LAST ISSUE--NUTS TO YOU!--ROY.

AH, WELL--I GUESS I CAN'T COMPLAIN.

FOR A FELLA WHOSE GIRLFRIEND DIED ONLY A FEW MONTHS AGO, I'VE BEEN MAKING OUT PRETTY WELL--

--AND FRANKLY, THAT SCARES ME.

IN A WAY--I'VE BEEN WISHING FOR SOMETHING LOUSY--REALLY LOUSY--TO HAPPEN--

--BECAUSE I STILL FEEL GUILTY ABOUT GWEN'S DEATH--

--AND I'D LIKE TO PUNISH MYSELF BY GETTING INTO A THOROUGHLY IMPOSSIBLE JAM!

YEAH, THAT'S ME--MR. MASOCHISM, 1974!

IF THINGS GO BADLY, I'M UNHAPPY--AND IF THINGS GO WELL, I'M UNHAPPY--

--SO EITHER WAY, I JUST CAN'T WIN.

SO MUCH FOR SELF-PSYCHOANALYSIS.

WHO NEEDS A SHRINK, WHEN A GUY HAS HIMSELF TO TALK TO?

A GUY WHO TALKS TO HIMSELF, THAT'S WHO!

SO THIS IS THE STREET LIZ FOUND THE APARTMENT ON, HMM?

NOT BAD FOR TWELFTH STREET, I GUESS.

NO PARKING

NO STARS

AND FOR THE KIND OF RENT I'M ABLE TO PAY--

IT'S THE BEST NEIGHBORHOOD I'M LIKELY TO FIND!

THAT'S THE ONE THING WRONG WITH THIS SUPER-HERO BIZ...THERE'S NO MONEY IN IT.

TO SUPPORT MYSELF, I HAVE TO SELL PHOTO-GRAPHS TO A TIGHT-WAD LIKE J. JONAH JAMESON...

...WHICH IS SOMETHING EVEN FAUST WOULDN'T DO, EVEN ON A BAD DAY!

ANYWAY, IT'S A LIVING-- AND IT'LL PAY THE RENT ON THIS PAD LIZ TOLD ME ABOUT --JUST BARELY.

AND UNTIL I GRADUATE FROM COLLEGE IN A FEW YEARS, SELLING PHOTOS TO A NEWS-PAPER LIKE THE DAILY BUGLE IS JUST ABOUT THE BEST JOB I CAN GET!

YOU KNOW, THAT KILLS ME. HERE I AM, A GUY WHO'S JUST SAVED THIS ENTIRE CITY FROM BEING STOLEN*--

*SEE MARVEL TEAM-UP #28, NOW ON SALE. --ROY.

--AND THE BEST I CAN DO FOR AN APARTMENT IS A TENEMENT IN *CHELSEA!*

PETER, YOU'VE FALLEN ON *BAD TIMES*--

--AND WITH YOUR LUCK, THINGS WILL GET WORSE-- AND YOU'LL BE *MUGGED!*

*AS FATE WOULD HAVE IT, PETER **ISN'T** MUGGED, THIS COOL AUGUST EVENING...*

*AND THOUGH HE ISN'T EXACTLY **ENTHRALLED** BY THE SIGHTS AND SMELLS OF HIS POSSIBLE NEW NEIGHBORHOOD--*

--HE ISN'T REALLY *REPELLED,* EITHER.

*WHICH IS **WHY,** WHEN HE REACHES THE NEWS-STAND WHERE LIZ ALLEN IS WAITING FOR HIM, HE'S IN A MORE OR LESS **CHEERFUL** MOOD--AND NOT IN HIS USUAL **BROWN STUDY.***

HEY, HEY, LIZ--*LOOK-ING* FOR SOMEONE?

I *WAS* WAIT-ING FOR *PRINCE CHARMING,* MR. PARKER--

--BUT *YOU'LL* DO--

--TILL SOMETHING *BETTER* COMES ALONG.

GEE, YOU SURE KNOW HOW TO *FLATTER* A FELLA, MS. ALLEN.

A GUY MIGHT THINK YOU'RE NOT HAPPY TO *SEE* HIM--KNOW WHAT I MEAN?

ENOUGH ALREADY. I'M HAPPY, I'M *HAPPY.*

HERE--TAKE A LOOK AT *THIS.*

"THREE AND A HALF ROOMS-- ONE HUNDRED TEN A MONTH."

THAT'S ABOUT MY LEVEL, ALL RIGHT.

WHERE *IS* THIS PLACE, LIZ?

OVER HERE. I LOOKED UP THE ADDRESS WHILE I WAS *WAITING.*

WE MIGHT AS WELL GIVE IT A *TRY,* RIGHT?

AFTER ALL, I'VE GOT NOTHING TO--

YEAH?

WHA' DYA' WANT?

AH--ER-- THIS *APARTMENT* --YOU PUT AN *AD*--?

THE OLD LADY **GRUNTS;** THE DOOR BUZZES AND **UNLOCKS;** AND SOON, PETER AND LIZ FIND THEMSELVES ON A RICKETY **STAIRWAY**...AND **ABOVE** THEM...

C'MON, ALREADY. I HAVEN'T GOT ALL **DAY.**

WELL, IF YOU'RE **BUSY**--

NOT TOO BUSY TO SHOW YOU **AROUND,** SONNY.

THAT'S WHAT THE LANDLORD PAYS ME'N MY **HUSBAND** FOR--

--TO SHOW PEOPLE AROUND, FIX THE PIPES, MAKE SURE THERE AREN'T NO LATE **PARTIES**--YOU KNOW THE DRILL.

YOU'RE THE **SUPERIN-TENDENT?**

NOT ME, MY **HUSBAND.** I'M **MAMIE.** HE'S **BARNEY.**

WHAT DO YOU **THINK,** PETER?

WITH A LITTLE **WORK**--THIS **COULD** BE A PRETTY NICE **PLACE.**

I MIGHT AS WELL **FACE** IT, LIZ--AFTER LIVING WITH HARRY IN A PLUSH EAST SIDE PAD ALL THESE YEARS--

I'M JUST A LITTLE BIT **SPOILED.**

WHAT'S **NOT** TO BE SPOILED ABOUT?

YOU'VE GOT A COOK-IN **KITCHEN**--YOUR OWN **BATHROOM**--

--EVEN A VIEW OF THE **RIVER.**

WELL, **THAT'S** SOMETHING, ANYWAY.

WHICH **WINDOW** IS IT?

THAT ONE.

YOU HAVETA SORT OF **LEAN OUT**--BUT IF YOU LOOK **WEST,** THERE SHE **IS!**

RIGHT.

"YOU HAVETA SORT OF LEAN OUT--AND THERE SHE IS."

SO WHAT'DYA *SAY,* SONNY?

WILL YOU *TAKE* THE PLACE? IT'S ONLY ONE TEN A *MONTH,* Y'KNOW....!

LADY, I GUESS YOU'VE GOT YOURSELF A *DEAL.*

*ON THAT NOTE, LET'S TURN TIME **FORWARD** A BIT--*

DAILY

*--TO THREE HOURS **AFTER** OUR HERO'S MADE THE FORMAL LEASE ARRANGEMENTS--*

*--AS HE ARRIVES (SPIDEY-STYLE) AT THE OFFICES OF THE **DAILY BUGLE**--*

--WHERE-- **PETER! YOU'RE BACK!**

YOU HAD US *WORRIED* FOR A WHILE THAT YOU'D REALLY *QUIT,* AFTER ALL!*

YOU KNOW *ME,* BETTY...

*ISSUE #136. --ROY.

A LOT OF *TALK*...AN OCCASIONAL *BLOW-UP* NOW AND THEN...BUT BASICALLY, I LOVE THIS PLACE...

AND BESIDES, I NEED THE *BREAD.*

THE SAME OLD *PETER.* I NEVER KNOW WHEN YOU'RE *KIDDING.*

HAVE YOU SEEN *MARY JANE* SINCE SHE GOT OUT OF THE *HOSPITAL?**

*FROM INJURIES SUSTAINED IN ISSUE #136. --ROY.

I SPOKE TO HER *LAST NIGHT.* SHE'S STAYING WITH HER *AUNT* FOR A FEW DAYS, UNTIL SHE'S BACK ON HER *FEET.*

SAY, NOW *THAT'S* GOOD NEWS, SON.

HI, MR. ROBERTSON. HOW'S THE *EDITING* BIZ?

HAS JONAH *FIRED* YOU YET, TODAY?

AFTER ALL-- IT'S ALMOST *PRESS* TIME.

GIVE HIM A FEW MORE *MINUTES,* PETER.

SO, HOW HAVE *YOU* BEEN DOING DURING YOUR SELF-ENFORCED *EXILE?*

J.J.J. PUB

NO COMPLAINTS. AS A MATTER OF FACT, I--

THROM!

WHAT ON EARTH--?

THROM! THUMP!

IT'S SOME SORT OF SMASH-ING--

--COMING FROM THE ELEVATOR BANK--!

BA-THOOM!

NOTHING CAN STOP ME! NOTHING!

SO LOOK OUT, NEW YORK--

THE GRIZZLY IS BACK IN TOWN!*

*NO, TRUE BELIEVER--YOU HAVEN'T **MISSED** AN ISSUE. THIS IS THE FIRST TIME WE'VE EVER **SEEN** THE GRIZZLY--BUT--WELL, LET'S EXPLAIN **LATER**, OKAY? --ROY.

HE-HE'S SOME SORT OF CRAZY **GIANT**--ALMOST **NINE FEET TALL!**

WHAT A **STORY** THIS WOULD MAKE--

THEN GO **AHEAD,** FRANK, **WRITE IT!**

ME--**I'M GET-TING OUT OF HERE!**

KRUMP!

ALMOST MAGICALLY, THE CITY ROOM--FILLED WITH TWO DOZEN REPORTERS ONLY A **MOMENT** AGO--IS **EMPTIED.**

OR, RATHER, **ALMOST** EMPTIED--

SWAT!

--FOR **THREE** OF THE ROOM'S INHABITANTS ARE **BLOCKED OFF**--CORNERED BY THE APPROACHING **GRIZZLY!**

AND IF YOU'RE WONDERING WHO THEY MIGHT **BE**--

RRRR

--**WONDER NO LONGER!**

PETE, GET **OUT** OF HERE--RUN FOR **HELP**--!

I'LL TRY TO HOLD THIS CHARACTER **OFF** SOME-HOW--PROTECT **BETTY**--!

BUT--

HURRY, PETER--

IN THE NAME OF HEAVEN, HURRY!

RRRR

ROBBIE, HE'S COMING **TOWARD** ME! **HE'S GOING TO ATTACK!**

EEEEEE

WHOMP!

I'VE GOT TO **DISTRACT** HIM, SOME-HOW! GET HIS ATTENTION AWAY FROM **BETTY**--!

UMMPH! LOOKS LIKE I'VE **SUCCEEDED**--

--ONLY TOO WELL!

SPAK!

-UNNNHH!-

J.J. JAMESON PUBLISHER

I'LL CALL YOU BACK, DICK.

THERE'S SOME SORT OF RACKET IN MY OUTER OFFICE.

HARRUMPH. IT'S GETTING SO A MAN CAN'T MAKE A TELEPHONE CALL IN PEACE AROUND HERE.

IF IT ISN'T THAT FOOL PARKER--

--IT'S SOMEBODY ELSE WANTING A RAISE, AND BLAST IT, I'VE HAD IT UP TO--

--HERE.

RRR

SLAM

THE FOOL! HE DOESN'T REALIZE MY POWER-- MY SHEER, ANIMAL STRENGTH!

J. J. JAMESON PUBLISHER

NOTHING CAN STOP THE GRIZZLY-- NO DOOR, NO WALL--

NOTHING!

FOR THE SAKE OF OUR STORY, THAT BETTER BE AN EXAGGERATION--BECAUSE THERE'S ONE PERSON WHO'S GOING TO TRY TO STOP THE GRIZZLY (WHOEVER HE IS)--

--AND THAT PERSON'S NAME IS--SPIDER-MAN!

FROM THE SOUND OF THINGS--

--THAT GRIZZLY CHARACTER IS IN JONAH'S OFFICE!

A NET--FORMING IN MID-AIR! I'M SAVED--I'M--

OH, NO! NOT YOU!

THUMP

CRASH!

AND THAT MEANS I HAVE TO--WOW!

IT'S JONAH--THROWN OUT THE WINDOW!

IT'S LIKE I SAID, JONAH--NEITHER OF US WILL FORGIVE ME.

FROM NOW ON, WHEN YOU PUT ME DOWN IN PUBLIC, I'LL HAVE ONLY MYSELF TO BLAME--

WHY, YOU--YOU WALL-CRAWLING MENACE!

IN A WAY, I ALMOST HATE TO DO THIS.

FWIP! FTT!

NEITHER OF US WILL EVER FORGIVE ME!

--AND YOU--YOU'LL HAVE TO LIVE WITH THE FACT THAT YOU OWE YOUR LIFE TO THE GUY YOU HATE MOST--

ME.

IT'S A PLOT!

A CONSPIRACY! YOU'RE IN CAHOOTS WITH THAT MADMAN UP THERE!

THAT'S NICE TO *KNOW*, JONAH.

MAYBE THEN FUZZY-WUZZY HERE WILL COME ALONG *QUIETLY*--HMMM.?

RRRR

SOMEHOW I DIDN'T *THINK* SO

I GUESS THAT JUST LEAVES ME-- *THIS!*

POW!

AND THIS--!

HUH? THAT PUNCH WOULD'VE KNOCKED OVER THE *RHINO!* BUT YOU--YOU'RE STILL *STANDING!*

MAYBE NOW YOU GET THE *IDEA*, PUNK. I USED TO BE *NUMBER ONE* IN THIS TOWN, UNTIL JAMESON *DESTROYED* ME.

NOW I'M NUMBER ONE *AGAIN*, THANKS TO A *FRIEND* OF MINE--

--AND THERE AIN'T A THING YOU CAN DO TO *HURT* ME.

I'M BEGINNING TO *BELIEVE* IT! AND IT ISN'T *POSSIBLE!* IT *ISN'T!*

PUNK, YOU DON'T KNOW WHAT YOU'RE *TALKING* ABOUT.

SWAM!

HEY! YOU HURT ME, YA LITTLE *CREEP!* I'LL TEAR YOU *APART* FOR THAT, Y'HEAR?

MISTER, I WOULDN'T *BET* ON IT!

SPOOM!

I'LL SHRED YOU UP LIKE LITTLE SCRAPS OF *TISSUE*--

--AND I'VE GOT THE CLAWS TO *DO* IT WITH, *TOO!*

--BUT I'M NOT GOING TO *GIVE* YOU THAT CHANCE--

--NOT BY A *LONG SHOT!*

IF YOU GET THE CHANCE TO *CONNECT* WITH THEM, BIG BEAR--

BUNT!

BLAST IT, HOLD STILL!

THIS AINT FAIR--YOU'RE NOT LETTING ME USE MY POWERS!

WHAT DO YOU THINK THIS IS, HANDSOME?

A BOXING MATCH--WITH RULES AND A REFEREE?

DON'T SAY THAT!

I'M BETTER THAN ANY BUM IN THE RING, YOU HEAR?

I'M THE GRIZZLY--AND THE GRIZZLY IS THE TOUGHEST OF THEM ALL!

SPONG!

FOR SEVERAL SECONDS, THERE'S AN UNHEALTHY **SILENCE** IN THE SHATTERED ROOM; AND THEN...

HA! I **KNEW** IT--! THE FAMOUS **SPIDER-MAN**--

NOTHING BUT A WEAKLING **PUNK!**

A GUY LIKE HIM WOULDN'T HAVE LAST **ONE ROUND** IN THE OLD **GARDEN.**

HE'S NOT **WORTH** TEARIN' APART.

MY JOB HERE IS **DONE.**

BUT, IF THE GRIZZLY HAD CHANCED TO GLANCE OVER ONE OF HIS MASSIVE **SHOULDERS** AT THAT MOMENT--

I **DID** IT!

THE GRIZZLY DOESN'T **REALIZE** IT--BUT I WAS ONLY **FAKING** UNCONSCIOUSNESS.

I COULDN'T **AFFORD** A LONG BOUT WITH HIM--

--NOT WITH **CUTIE-PIE** HANGING OUT HERE ON WEB-BING THAT'LL DISSOLVE IN ANOTHER FEW **MINUTES.**

YOU!

GET ME **DOWN** FROM HERE, YOU COSTUMED **CRIMINAL!**

I SWEAR I'LL SEE YOU IN **JAIL** FOR THIS **FOR THIRTY YEARS!**

MY, SUCH A **TEMPER!**

WERE YOU **ALWAYS** SO MUCH FUN-- OR DID YOU TAKE **LESSONS?**

AS USUAL, J. JONAH JAMESON'S ANSWER IS **UNPRINTABLE;** SO, LET'S JUST JUMP AHEAD TEN SECONDS TO **THIS** SCENE--AS BETTY BRANT AND JOE ROBERT-SON SLOWLY REGAIN THEIR SENSES, TO FIND--

SPIDER-MAN!

BUT--WHAT HAPPENED TO THAT **GIANT--**

AND **PETER**-- WHERE'S **PETER?**

I SENT HIM FOR **HELP**-- YOU DON'T SUPPOSE THAT **GRIZZLY** CHARACTER--?

DON'T WORRY ABOUT **PARKER,** FOLKS. HE CAN TAKE CARE OF **HIMSELF.**

JAMESON'S THE GUY WHO NEEDS A **BABY-SITTER.**

'CAUSE, FRANKLY --I'VE GOT **BETTER** THINGS TO DO.

ACROSS THE CITY, CHURCH BELLS CHIME A MIDNIGHT TOLL... TWELVE BONGS OF THE BIG CLOCK, MARKING THE OFFICIAL END OF ONE DAY AND THE BEGINNING OF ANOTHER.

FOR SPIDER-MAN, THOUGH, THE DAY'S STILL DRIVING ON...

...AS HE FOLLOWS THE RELENTLESS PULSE OF THE SPIDER-TRACER HE PLANTED ON THE ESCAPING GRIZZLY'S BACK...

...AND WONDERS WHERE IT WILL LEAD HIM...

...AND TO WHAT.

THERE MUST BE SOMETHING TO THAT OLD SAYING--"IDLE MINDS ARE THE DEVIL'S PLAYGROUND"!

SINCE ALL THIS ACTIVITY STARTED THIS EVENING, I HAVEN'T HAD TIME TO THINK--

--AND CONSIDERING THE KIND OF THOUGHTS I'VE BEEN HAVING LATELY, THAT'S A BLESSING.

MAYBE THAT'S THE REASON I BECAME SPIDER-MAN... AND WHY I'VE REMAINED SPIDER-MAN ALL THESE YEARS.

IT'S A WAY TO GET INVOLVED IN PROBLEMS THAT AREN'T MY OWN--

--AND IT'S ALWAYS EASIER TO SOLVE A MYSTERY--THAN TO UNDERSTAND YOUR OWN HEART.

YEAH. WELL. I DON'T KNOW...

SOME-TIMES MYSTERIES AREN'T EASY TO SOLVE EITHER.

TAKE *THIS* MYSTERY, F'RINSTANCE. JUDGING FROM THE WAY THE GRIZZLY SPOKE, AND THE THINGS HE SAID-- HE'S PROBABLY AN *EX-BOXER*, OR SOMETHING.

AND *THAT* RAISES THE QUESTION--WHAT IS HE DOING HERE, IN PLUSH OLD *WASHINGTON SQUARE?*

I WON'T GET THE ANSWER AS *SPIDEY*--BUT MAYBE AS *PETER PARKER*, I CAN FLUSH OUT A FEW SECRETS--

--IF I'M JUST *CAREFUL*, AND--*HUH?*

MY *SPIDER-SENSE*... IT'S WARNING ME THAT SOMETHING'S *WRONG*...

BUZZ

THE GRIZZLY ISN'T THE *ONLY* STRANGE GUY IN HERE--BUT WHO'S THE *OTHER* ONE--AND WHY--

OH! AH--*PARDON* ME, COULD I USE YOUR *TELEPHONE?*

I'M FROM *OUT OF TOWN*, AND--

CERTAINLY.

WON'T YOU COME *IN?*

NOW I *KNOW* SOMETHING'S WRONG. NOBODY LETS A STRANGER INTO THEIR APARTMENT IN *MANHATTAN.*

THIS HAS GOT TO BE A *TRA--*

=URRRKKK!=

POW!

THAK

COME

CONSCIOUSNESS COMES BACK **SLOWLY**, FADING IN LIKE THE PICTURE ON A **TELEVISION TUBE**; SOUND FIRST, THEN LIGHT AND COLOR **AFTERWARDS**.

AND WHEN THE PICTURE HAS COMPLETELY **ASSEMBLED** ITSELF...

...**PETER** DISCOVERS HE'S VIEWING A **NIGHTMARE!**

THIS IS **MAGNIFICENT**, GRIZZLY--UTTERLY **SUPERB!** DON'T YOU SEE? WE'VE MANAGED TO LURE **PETER PARKER** HERE--

--AND WHEREVER PETER PARKER IS--**SPIDER-MAN** CAN'T BE FAR **BEHIND!**

THOUGH HE'S NEVER **SEEN** THIS STRANGE, OLIVE-GARBED GROTESQUE BEFORE, PETER **HAS** HEARD HIS VOICE--AND WHAT HIS **EARS** DON'T TELL HIM, HIS SPIDER-SENSE **DOES!**

IT'S THE JACKAL! AND FROM THE WAY HE'S *TALKING*--

MY PROBLEMS HAVE JUST BEGUN!

YOU GUESSED THAT, DID YOU, PETER? IF YOU THINK YOUR LIFE IS A BIT COMPLEX **NOW**, WAIT UNTIL YOU SEE WHAT'S IN STORE FOR YOU **NEXT ISSUE**, WHEN...

the JACKAL STRIKES BACK!

REMEMBER, GANG--WE **WARNED** YOU: IT'S GONNA BE A **BLOCKBUSTER!**

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

SPIDEY... THE JACKAL... THE GRIZZLY... IN A BATTLE TO THE DEATH!

"... AND ONE MUST FALL!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

DEPARTMENT OF REDUNDANCY DEPARTMENT: *IF YOU READ OUR LAST ISSUE, THEN YOU ALREADY **KNOW** HOW THE MAN-MONSTER CALLED THE **GRIZZLY** ATTACKED J. JONAH JAMESON AT THE DAILY BUGLE; HOW SPIDEY FOUGHT THE GRIZZLY, THEN **TRACKED** HIM TO A WASHINGTON SQUARE TOWNHOUSE; AND HOW **PETER PARKER,** OUR INTREPID HERO, WAS CAPTURED BY SAID GRIZZLY--AND THE GREEN-GARBED MYSTERY MAN, **THE JACKAL.** SO WHAT ARE YOU READING **THIS** FOR?*

"...AND ONE WILL FALL!"

GERRY CONWAY
AUTHOR
—o—
ROSS ANDRU
ARTIST
—o—
F. GIACOIA & D. HUNT
INKERS

LETTERED BY:
ARTIE SIMEK
—o—
COLORED BY:
P. GOLDBERG
—o—
ROY THOMAS
EDITOR

YOU'RE *SURE* THIS PUNK CAN LEAD US TO THAT CREEP, *SPIDER-MAN,* JACKAL?

HAVEN'T I *TOLD* YOU? WHEREVER PETER PARKER GOES--

--SPIDER-MAN IS NOT FAR *BEHIND!*

HOW ELSE DOES PARKER MANAGE THOSE *NEWS PHOTOS?*

I GET YA. THE KID AN' SPIDER-MAN ARE *PALS,* HUH?

DON'T *BET* ON IT, UGLY.

I WOULDN'T KNOW, SPIDEY IF HE *WALKED UP* AND-- *HUH?*

I SEE MY LITTLE LAB *IMPRESSES* YOU, PARKER.

IT'S QUITE *COMPLETE*-- AND TOTALLY *PORTABLE.*

I USE IT FOR CERTAIN NECESSARY *IMPROVISA-TIONS--*

--SUCH AS THE ONE WE'RE ABOUT TO PERFORM ON *YOU!*

KNOCK HIM *OUT,* GRIZZLY.

IT'LL BE SIMPLER IF HE'S *UNCON-SCIOUS--*

HE'S *OUT,* JACKAL. WHERE D'YA *WANT* HIM?

ON THE *TABLE,* MY NEANDERTHALIC COMRADE.

WHAT WE HAVE TO DO, WE MUST DO *QUICKLY.*

AND THEN-- *PETER PARKER WILL BE OURS TO CONTROL, FOREVER!*

--WHEN WE PERFORM--

--THE OPERATION!

HEY, *WAIT!* YOU DON'T KNOW WHAT YOU'RE--

UNNNNNHH!

SPEAKING OF PETER PARKER...

LET'S TAKE A LOOK INSIDE HIS UNCONSCIOUS MIND--

--WHERE HE REMEMBERS HOW THE NIGHTMARE **BEGAN:**

HE'D SPENT THE EARLY PART OF THE EVENING **APARTMENT-HUNTING** WITH LIZ ALLEN. THEY'D **FOUND** A PLACE ON THE LOWER WEST SIDE--

--AND HE'D GONE UP TO THE **DAILY BUGLE** TO TELL HIS FRIENDS--

WHAM!

--ONLY TO FIND HIMSELF IN THE MIDDLE OF A BATTLE WITH A MAN-BEAR **NINE FEET TALL!**

HE'D LET HIMSELF BE **BEATEN,** BECAUSE HE HAD TO MAKE SURE NO ONE **ELSE** WAS HURT--

--AND THEN HE'D **FOLLOWED** THE GRIZZLY DOWNTOWN, TO THIS TOWNHOUSE OFF WASHINGTON SQUARE--

--WHICH WAS WHEN HIS TROUBLES **REALLY** STARTED, WITH A SWIFT, SHARP BLOW TO HIS **HEAD!**

FOR A TIME, ALL HE **HAS** IS MEMORY; THEN THE DARKNESS BEGINS TO **CLEAR**...

...**FACES** FORM...

...AND THEY'RE THE FACES...OF **FRIENDS.**

WHAT DO YOU **SAY,** PETE? FEELING **BETTER?**

CAN'T YOU SEE HE'S STILL **GROGGY,** NED?

TAKE YOUR **TIME,** PETER...

...NOBODY WANTS TO **RUSH** YOU.

YOU GAVE NED AND I QUITE A **SHOCK**--WHEN WE CAME IN A FEW MINUTES AGO, AND FOUND YOU **LYING** HERE UNCONSCIOUS!

BETTY WANTED TO CALL A **DOCTOR**--

BUT IT LOOKED TO ME LIKE YOU'D ONLY BEEN **STUNNED.**

WHERE--WHERE **AM** I?

THE LOBBY OF THE **BUGLE** BUILDING, PETE.

DON'T YOU REMEMBER HOW YOU **GOT** HERE?

AS A MATTER OF FACT, MR. LEEDS... I **DON'T!**

IT'S ALL A **BLANK...!** THERE WAS SPIDER-MAN'S FIGHT WITH THE **GRIZZLY**--THEN SOMETHING **HIT** ME--!

WE **WONDERED** WHAT HAPPENED TO YOU, PETER!

YOU DIS-APPEARED --WE WERE AFRAID YOU'D BEEN **HURT**-- AND--

Coffee Shop

--AND, AS **USUAL,** BETTY WAS READY TO FLY INTO **HYSTERICS.**

WELL, GIVE YOURSELF A CHANCE TO THINK IT **THROUGH** OVER A CUP OF **COFFEE,** PETE.

SOMETHING WILL COME BACK TO YOU.

THINGS ALWAYS **DO.**

I **ALREADY** REMEMBER WHAT HAPPENED--OR **MOST** OF IT-- BUT I CAN'T TELL NED OR BETTY THAT.

IF THEY EVEN SO MUCH AS **GUESS**--

WAIT! MY ARM-- SOMETHING'S WRONG WITH MY **ARM!**

LISTEN, *EXCUSE* ME A MOMENT, OKAY?

I'LL BE RIGHT *BACK.*

I *HOPE!*

SOMETHING'S *WRONG,* NED. I CAN *TELL--*

--PETER'S ACTING SO *ODDLY!*

YOU'VE GOT TO STOP *WORRYING* ALL THE TIME, BETTY.

PETER ISN'T A *CHILD,* YOU KNOW.

"HE CAN TAKE CARE OF *HIMSELF!*"

SLAM!

MEN

CLICK!

OH, YEAH?

IT'S *TRUE!* THE JACKAL PUT SOME SORT OF *HARNESS* ON MY ARM!

I'VE GOT TO GET IT *OFF* SOMEHOW, BEFORE--

DON'T ACT *TOO* HASTILY, MY TEENAGE *TOOL!* IF YOU TAMPER WITH THIS DEVICE--

--IF YOU TRY TO FORCE IT *OPEN,* UNLOCK IT, OR JIMMY IT IN ANY WAY *AT ALL--*

--THE HARNESS WILL *VIBRATE* ITSELF TO POWDER INSTANTLY--

--DESTROYING BOTH ITSELF --AND YOUR *ARM!*

IT'S DESIGNED TO ACT AS A *HOMING DEVICE*--SO THAT I CAN *TRACE* YOU WHEREVER YOU GO--

--AND THROUGH YOU, LEARN THE IDENTITY OF THAT ACCURSED COSTUMED CRIME-FIGHTER-- *SPIDER-MAN!*

THE JACKAL DOESN'T REALIZE-- I'M *SPIDER-MAN!*

AND WITH *THIS* ON MY ARM--I'M HELPLESS! *HELPLESS!*

PRETTY GRIM, EH? WE THINK SO, **TOO**; SO LET'S TAKE ADVANTAGE OF THE MAGIC OF STORY-TELLING TO **JUMP AHEAD** A FEW HOURS, AND PICK UP OUR HERO AS HE ARRIVES AT HIS NEW **APARTMENT**... AND UNCEREMONI-OUSLY, **MOVES IN**...

I'LL GIVE YOU **THIS,** PARKER. YOU CERTAINLY DON'T GO IN FOR ANYTHING **PRETENTIOUS.**

DON'T YOU HAVE ANY FURNITURE HERE **AT ALL?**

I JUST **FOUND** THE PLACE YESTERDAY, FLASH.

AND AT THE SALARY JONAH JAMESON PAYS ME-- IT'S THE BEST I COULD **DO.**

WELL, **I** THINK THE PLACE IS DOWNRIGHT **HOMEY.**

AS THE MAN SAYS--IT AINT MUCH, BUT IT'S ALL WE **GOT.**

BY THE WAY-- MIND IF I COME **IN?**

DO IT. I GUESS WE'RE **NEIGH-BORS,** RIGHT?

WHAT DO YOU **THINK,** PARKER? THAT SHE'S THE **AVON LADY?**

SAY...THAT'S A PRETTY FINE **CAMERA** YOU'VE GOT THERE.

PROFESSION-ALLY. I'M A PHOTOGRAPHER FOR THE **BUGLE.**

YOU USE IT **PROFESSIONALLY?** OR IS IT JUST FOR **SHOW?**

OUT-OF-SITE! YOU'RE A PHOTOGRAPHER, AND I'M A **MODEL.** FATE HAS THROWN US **TOGETHER,** BABY.

MY NAME'S **GLORIA GRANT.**

YOU CAN CALL ME **GLORY.**

AND IN CASE YOU'RE **WONDERING** --I LIVE DOWN THE **HALL.**

GLORY, HUH? I'M **PETER PARKER--**

AND THIS REPROBATE BESIDE ME IS **FLASH THOMPSON,** A FRIEND OF MINE.

WE'RE **ALL** FRIENDS, PETER.

DROP IN AND WE'LL HAVE SOME **TEA** SOME-TIME, OKAY?

OKAY.

I TAKE IT **BACK,** PARKER.

THIS IS THE **GREATEST** APARTMENT I'VE EVER **SEEN.**

ALL I'VE GOT IN *MY* BUILDING ARE NICE OLD LADIES ON *SOCIAL SECURITY.* BUT *YOU--*

AH, IT MAKES ME *SICK.*

YOU WANT A LIFT UP TO THE *CAMPUS?*

THANKS, BUT *NO* THANKS, FLASH.

I'LL BE GOING UP BY MYSELF, *LATER.* RIGHT NOW--

--I'VE GOT SOME HEAVY *THINKING* TO DO.

SURE. CATCH YOU *LATER.*

LATER, FOR PETER PARKER, IS ALMOST MIDNIGHT.

AFTER A DAY SPENT IN FRUITLESS SOUL-SEARCHING, HE'S FINALLY COME TO A DECISION--

--AND, TO IMPLEMENT IT, HE'S HAD TO COME HERE--TO HIS COLLEGE CHEMISTRY LAB--

--WHERE HE'S ABOUT TO HAVE A RUN IN, HEAD ON, WITH DESTINY.

I DON'T REALLY HAVE A *CHOICE.* THE GRIZZLY IS TOO *DANGER-OUS* TO LEAVE ALONE.

AND THE *JACKAL--* HE'S POSITIVELY *PSYCHOTIC.*

I *MUST* TAKE THE CHANCE...

...AND PRAY THAT THE JACKAL WAS ONLY *BLUFFING.*

HANDS TREMBLING, PETER PREPARES THE CHEM LAB'S SPECIAL ACETYLINE TORCH.

HE ADJUSTS THE FLAME TO A BLUE-WHITE INTENSITY--

--AND TAKES A LONG, DEEP BREATH, WISHING THERE WERE SOME WAY HE COULD AVOID THIS MOMENT, AS HE'S WANTED TO AVOID SO MANY MOMENTS IN THE PAST--AND KNOWING, EVEN AS HE MAKES THE WISH--

--THERE'S NO WAY HE CAN AVOID IT!

THERE NEVER IS.

SNIK

SPANG!

WHEW!

A SHORT WHILE **LATER**, SOMETHING SHINY AND **CYLINDRICAL** JOINS THE REFUSE CLUTTERING THE **HUDSON RIVER**...

...AND OUR FAVORITE WEB-SLINGING **SPIDER-MAN** HEAVES A LONG PENT-UP SIGH OF **RELIEF!**

E. BROZYNA

MAN, DOES IT FEEL **GOOD** TO BE BACK IN **ACTION!**

IF I **NEVER** GO THROUGH A DAY LIKE THAT AGAIN-- **IT'LL BE TOO SOON!**

DAILY BUGLE

WELL, WELL. BY THE LOOK OF THOSE *LIGHTED WINDOWS*--JONAH MUST STILL BE HANGING AROUND THE *DAILY BUGLE.*

AND THAT SUITS ME *FINE.*

I'VE GOT A FEW *QUESTIONS* FOR THE BUGLE'S CHEERY PUBLISHER--

--AND THE WAY *I* SEE IT, THERE'S NO TIME LIKE THE PRESENT TO *ASK* THEM--

AW, ISN'T THAT *CUTE?*

J. JONAH JAMESON GETTING HIS *BEAUTY SLEEP*--

--IT'S ENOUGH TO TURN A GROWN MAN'S *STOMACH!*

EEYOW!

SPIDER-MAN! WHAT DO YOU *WANT,* YOU MISERABLE *MISCREANT?*

IF YOU'RE PLANNING TO *ROB* ME, *FORGET IT*-- I NEVER CARRY *CASH!*

TAKE IT *EASY,* J. J. J.

HERE-- HAVE A *CIGAR.*

...A LIGHT...

THERE WE GO. ALL *COMFY?* GOOD.

NOW TELL ME WHAT YOU KNOW ABOUT THE *GRIZZLY* --BEFORE I PASTE YOU ONE ACROSS THAT DARLING *NOSE!*

LISTEN, YOU--

AS JACK WEBB USED TO SAY, "*JUST THE FACTS, MISTER.*"

IF IT'LL GET YOU **OUT** OF HERE, YOU CAN **HAVE** THE FACTS, YOU COSTUMED **CREEP.**

I FIRST HEARD OF THE GRIZZLY **ELEVEN YEARS** AGO--WHEN HE WAS STILL A **PROFESSIONAL WRESTLER.**

"I WAS **SHOCKED** BY THE KIND OF **VIOLENCE** THE MAN USED...HE WAS BRUTAL, CRUEL...FIERCER THAN ANY OTHER MAN IN THE **RING.**

"AS FAR AS **I** WAS CONCERNED, THE GRIZZLY WAS A **MENACE**--JUST AS **YOU** ARE. I PRINTED A SERIES OF EDITORIALS IN THE BUGLE DEMANDING THAT THE WRESTLING COMMISSION **INVESTIGATE...**

DAILY BUGLE

The DAILY BUGLE

THE GRIZZLY: MENACE OR THREAT?

"THEY DID...

"BY THE TIME THE HEARINGS WERE OVER, THE GRIZZLY WAS **FINISHED.** THE COMMISSION REVOKED HIS LICENSE, AND J. JONAH JAMESON HAD WON ANOTHER VICTORY OVER THE FORCES OF **LAWLESSNESS** AND **IMMORALITY...**

"OF COURSE, THE GRIZZLY--A BUFFOON NAMED **MAXWELL MARKHAM**--DIDN'T QUITE **SEE** IT THAT WAY...

YOU DIDN'T HAVE TO **DO** THAT.

IT WASN'T YOUR **BUSINESS,** JAMESON--

BOY, MY BUSINESS IS SELLING **NEWSPAPERS.**

IF A **CRUSADE** WILL SELL A NEWSPAPER--

--THEN J. JONAH JAMESON WILL HAVE A **CRUSADE.**

"I EXPLAINED IT WAS A MATTER OF HIGH MORAL **PRINCIPLE--"**

--BUT A MAN OF HIS CALIBER COULDN'T *UNDERSTAND* THAT --ANYMORE THAN I SUPPOSE *YOU* CAN.

THAT'S WHY THE GRIZZLY'S *AFTER* ME, SPIDER-MAN, BECAUSE--

--BECAUSE YOU RUINED HIS *CAREER*, J. J. J.

WHY DON'T WE CALL A SPADE A *SPADE*?

LISTEN, PUNK, DON'T YOU GET FRIVOLOUS WITH *ME*. I--

HEY--!

CRUMP!

THAT'S WHAT THE GRIZZLY'S GOING TO *DO* TO YOU, J. J. J.

AND AFTER WHAT YOU *TOLD* ME--

--I'M TEMPTED TO *LET* HIM!

YOU CAN'T *TALK* TO ME LIKE THAT, YOU-YOU-*YOU*--!

WHOOSH!

MY SHOE.

WHY DID I THROW MY *SHOE*?

THAT'S A FIFTY-DOLLAR PAIR OF SHOES!

I'LL *GET* YOU FOR THAT, SPIDER-MAN! I'LL--

ENOUGH, ALREADY. WE'LL LEAVE JONAH TO HIS TIRADE AND FOLLOW OUR WEB-SLINGER *DOWNTOWN*, TO A BLOCK OF NINETEENTH CENTURY *TOWHOUSES*, WHERE...

THAT'S THE JACKAL'S *HIDEOUT*-- OR *WAS*, AT ANY RATE--!

BY NOW HE'S PROBABLY *LONG GONE*-- BUT EVEN *SO*--

I WONDER WHOSE TOWN-HOUSE THIS *IS*, ANYWAY? ACCORDING TO WHAT THE *JACKAL* SAID ABOUT HIS LAB BEING "*PORTABLE*", I GATHER THIS PLACE ISN'T *HIS*.

MAYBE I CAN TRACK HIM DOWN BY FIND-ING OUT WHO *OWNS* THIS BUILDING.

--THERE'S NO POINT IN TAKING *CHANCES*.

I'LL JUST SNEAK AROUND QUIETLY ON THE *CEILING* HERE, LIKE A SPIDER *SHOULD*...

IT'S A *LONG* SHOT--BUT IT'S WORTH A *TRY*.

SPEAKING OF LONG SHOTS--

NO SIGN OF HIM *OR* THE GRIZZLY.

I GUESS THEY *HAVE* FLOWN THE COOP, AFTER ALL...

--IT'S TIME I TRIED THAT *LAB*.

THERE MIGHT BE A *CLUE* OF SOME SORT THAT I--

SO MUCH FOR *THAT* IDEA.

THERE'S NOTHING HERE BUT *FOOTPRINTS IN THE DUST.*

OKAY, BRIGHT BOY... WHAT *NOW?*

I'VE RUN THROUGH JUST ABOUT ALL MY *LEADS--*

--WAITA-MINNIT!

CUT TO:

I *HAVEN'T* RUN THROUGH ALL MY LEADS-- I'VE STILL GOT *ONE LEFT.*

MILLER'S BEER

ED'S GYM

JONAH SAID THE GRIZZLY USED TO BE A WRESTLER NAMED *MAXWELL MARKHAM...*

ALL I HAVE TO DO IS FIND AN *OPEN GYM,* AND-- *THERE!*

THWAK!

THWAK!

HUH? WHA'SAT, *WHA'IZZIT?*

SOMEBODY AT THE *WINDOW--?* LISSEN, THIS SOME KINDA *GAG* OR--?

DON'T GET *FRIGHTENED,* FRIEND. I'M NOT GOING TO *HURT* YOU.

I ONLY WANT A LITTLE *INFORMATION*--ABOUT A GUY NAMED MAXWELL MARKHAM.

MAXIE? CRIPES, I AINT SEEN THAT JOE IN *YEARS.*

HE USED TA WORK OUT OVER AT *HALBERSTAM'S GYM* ON WEST THIRTY-FOURTH.

SAY--AREN'T *YOU--?*

YOU GOT IT, MISTER.

I'M YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

SPIDER-MAN?

CRIPES! I THOUGHT YOU WUZ THE *MASKED MARVEL!*

TERRIFIC.

PAR OH!

IN HALBERSTAM'S GYM ON WEST THIRTY-FOURTH STREET, A WHILE LATER...

HUH? WHAT THE HECK IS THAT?

LOOKS LIKE SOME KINDA JERK IN A COSTUME--HEY! IT'S CRAZY MAX!

THAT DOOR YOU BROKE'S GONNA COST YOU, MAX. I--

SHUT UP!

I AINT "CRAZY MAX" ANYMORE, YOU CREEPS--!

I'M THE GRIZZLY--

WONK!

BASH!

--AND I'VE GOT A DEBT TO PAY

WHEN THE COMMISSION HAD HEARINGS ON ME TEN YEARS AGO--YOU GUYS COULD'VE SAVED MY HIDE WITH A LITTLE LYIN'.

YOU DIDN'T--AND YOU'VE LAUGHED AT ME EVER SINCE!

WELL, BUSTER-- THEY SURE AREN'T LAUGHING NOW!

SPIDER-MAN, HUH? I'M GLAD TO SEE YOU, PUNK.

IT'S TIME WE FINISHED WHAT WE STARTED*... ONCE AND FOR ALL!

*LAST ISH. --ROY.

I'M ALL FOR IT, CHUCKLES--

RRRR

BUT ARE YOU SURE YOU HAVEN'T BITTEN OFF MORE THAN YOU CAN CHEW?

RRIP!

MY OUTFIT! THE JACKAL BUILT IT FOR ME REAL SPECIAL--

--AND YOU'RE TEARIN' IT APART!

SKRASH!

THAT'S THE IDEA, GRIZZLY. WHEN JAMESON TOLD ME YOU WERE ONLY A WRESTLER ONCE--

--I KNEW IMMEDIATELY THAT YOU HAD TO HAVE SOME SORT OF POWER-BOOSTING EXO-SKELETON UNDER THAT COSTUME--!

OTHERWISE, YOU COULDN'T HAVE THROWN ME AS YOU DID--

RRASH!

--AND THAT MEANS, FRIEND--

--THIS *OUTFIT* OF YOURS--

FWIP

RIP!

--IS COMING--

--OFF!

TEAR

FWIT!

WHO *CARES* ABOUT A CRUMMY *COSTUME*? I CAN BEAT YOU *BARE-HANDED!*

I'M THE *GRIZZLY*--

SORRY, PAL, YOU'RE NOT EVEN *THAT* ANYMORE.

CLATTER

"*YOU'RE* JUST A FLABBY *HAS-BEEN*...

"...WHO'S BORNE A GRUDGE *SO LONG*..."

...HE DOESN'T KNOW THE *REAL* WORLD FROM THE *FALSE!*

I'M THE *GRIZZLY*, BLAST IT--!

NO, YOU'RE NOT!

WHAK!

FWITT

YOU'RE JUST A SHLUMP NAMED *MAX MARKHAM*--

FFT!!

--YOU'VE HAD YOURSELF A LITTLE *FLING*--

--BUT AS OF *RIGHT NOW*, BUDDY--*THE PARTY'S OVER.*

IT'S TIME SOMEBODY TOOK YOU *HOME.*

ONE QUICK DIALING LATER...

RIGHT. ON THE *CORNER* OF THIRTY-FOURTH AND TENTH AVENUE.

HE'LL BE *WAITING* FOR YOU, OFFICER. I'M SURE *JONAH JAMESON* WILL BE WILLING TO *PRESS CHARGES...*

...BUT IF YOU ASK ME, HE NEEDS A *HOSPITAL*, NOT A *PRISON.*

JAMESON! IF IT HADN'T BEEN FOR *HIM*, I COULD'A *BEEN* SOMEBODY --I COULD'A BEEN THE *CHAMP--!*

MAKE THAT "*CHUMP*", NOT *CHAMP*, MAX. YOU WERE JAMESON'S CHUMP TEN YEARS AGO--

--NOW YOU'VE BEEN THE *JACKAL'S.*

BUT DON'T *WORRY*-- SOMEDAY, I'LL GET THE JACKAL *TOO.*

AND *THAT*, MY FAT FRIEND *--IS A PROMISE FROM SPIDER-MAN!*

NEXT ISSUE: *THE SPIDER-MOBILE! AN OLD VILLAIN! PETER ON CAMPUS! A SECRET REVEALED! ALL YOURS IN...*

MY NAME IS...MYSTERIO!

ANOTHER MONUMENT FROM THE MARVEL MASTERPIECE-MAKERS!

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

ADMIT IT, WEB-HEAD--YOU'RE FINISHED!

EVEN YOU CAN'T SURVIVE AN ATTACK BY ALL OF US!

ROMITA

MYSTERIO IS BACK... AND THIS TIME HE'S NOT ALONE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE MAN'S NAME APPEARS TO BE... MYSTERIO!

BBREEEEEEE

POLICE SIRENS!

TERRIFIC. IT'S GETTING SO A FELLA CAN'T EVEN DRIVE HIS SPIDER-MOBILE IN PEACE ANY-MORE IN THIS TOWN.

I'VE GOT HALF A MIND TO PACK IT ALL IN AND MOVE TO NEW JERSEY!

GERRY CONWAY
AUTHOR

ROSS ANDRU
ARTIST

F. GIACOIA & DAVE HUNT
INKERS

ARTIE SIMEK
LETTERER

PETRA G.
COLORIST

ROY THOMAS
EDITOR

SPIDEY

IF YOU THINK THIS IS AN OFF-BEAT WAY TO OPEN A SPIDEY-TALE--WAIT'LL YOU SEE THE REST OF OUR STORY! ONWARD!

WE'VE GOT HIM **NOW,** SARGE. THAT WEB-SLINGING MENACE MADE A REAL **MISTAKE** WHEN HE CAME DOWN TO THE **GROUND.**

HE MAY BE TOUGH STUFF SWINGING AROUND **SKYSCRAPERS--**

--BUT HERE ON **MOTHER EARTH--**

--HE'S JUST ANOTHER BAD NEW YORK **DRIVER!**

POLICE

571 D

THEY'RE **RIGHT--** I SHOULD NEVER HAVE DRAGGED THIS MONSTROSITY OUT OF **RETIREMENT.**

I THOUGHT IT MIGHT PROVE **USEFUL** SOMEHOW--HELP ME GET AROUND THE BOROUGHS, TRACKING DOWN THE **JACKAL***--

*WHO'S BEEN **HASSLING** OUR HERO THESE PAST FEW MONTHS.--ROY.

--BUT BOY, WAS I **WRONG!**

WHY I EVER LET MYSELF GET TALKED INTO **BUILD-ING** THIS CRAZY THING--NEVER MIND **USING** IT--I'LL NEVER **KNOW!**

SPIDEY

AH, BUT THOSE OF US WHO'VE READ **SPIDER-MAN** #126...**WE** KNOW.

THE **REST** OF YOU --YOU'LL JUST HAVE TO BLISS ALONG **IGNORANTLY.**

OH, **NO!**

ANOTHER POLICE CAR **AHEAD** OF ME! I'M **BOXED IN!**

DESPERATELY, OUR HERO CASTS ABOUT FOR A WAY **OUT--**

--AND **BECAUSE** HE'S DESPERATE, HE **SEES** A WAY--

--AND PREPARES TO **TAKE IT!**

"THIS IS GOING TO GET ME **KILLED,**" HE TELLS HIM-SELF. SIGHING, HE GRITS HIS TEETH--

--SHIFTS HIS GEAR--

KRASH!

BAR-ROOM

--AND GOES!

POLICE

HEY, I *DID IT!*

AFTER A STUNT LIKE *THAT,* I FEEL JUST LIKE *STEVE MCQUEEN!*

POLICE

BREEEEEEE

WATCH MY *SMOKE,* GENTLEMEN.

AFTER TONIGHT, YOU'RE GOING TO BE SEEING A *LOT* OF IT!

FIRE DEPART

WHO NEEDS A *WEB*-- WHEN I'VE GOT A *SPIDER-MOBILE?*

FUNNY... THEY'RE NOT *FOLLOWING* ME.

MAYBE ONE OF THEM'S SNEAKING AROUND TO BLOCK THE *OTHER* END OF THIS ALLEY--?

NAW! THEY'D NEVER TRY THE SAME STUNT *TWICE.*

WAIT A MINUTE--!

DID I SAY--

--ALLEY?

KRUNCH!

YEEEOW!

SPLASH

I DON'T BELIEVE I *DID* THAT.

THERE WAS AN *ALLEY* HERE-- I COULD HAVE *SWORN* IT.

AT LEAST--I *THINK* THERE WAS AN ALLEY...

BUT HOW DO YOU MAKE AN ALLEY *DISAPPEAR?* FACE IT, SPIDEY... IT WASN'T THERE IN THE *FIRST* PLACE!

AND *THAT* MEANS YOU'RE--

UH-OH-- *FOOTSTEPS.*

I DON'T BELIEVE HE *DID* THAT.

HE WENT RIGHT OFF THE END OF THIS *PIER*--

--DOING *NINETY,* AT LEAST!

WHAT'S *YOUR* WORRY, CARTWRIGHT? ME, I SAY "*GOOD RIDDANCE.*"

IT'S JUST ONE LESS CROOK TO *WORRY* ABOUT--

--SO LET THE HARBOR PATROL HANDLE IT-- TOMORROW.

TERRIFIC.

I'M SO POPULAR THESE DAYS, THE COPS DON'T EVEN WANT TO DREDGE FOR MY BODY.

IF I WEREN'T ALREADY ONE OF THE MOST DEPRESSED PEOPLE ALIVE--

--THAT'D BE ENOUGH TO MAKE ME WANT TO SLIT MY THROAT.

STILL--I WISH I KNEW WHAT HAPPENED HERE.

I COULDN'T HAVE IMAGINED AN ALLEY, COULD I?

AND IF I DID--

--DOES THAT MEAN I'M CRACKING UP?

WELL, I WON'T GET ANYWHERE BROODING ABOUT IT.

I'D BETTER GO HOME AND--

FOIT!

SWELL. WONDERFUL.

MY WEB-SHOOTER'S WATER-LOGGED.

SOME DAYS IT JUST DOESN'T PAY TO SPIN YOUR FIRST WEB...

WHEN WE NEXT PICK UP OUR HARRIED HERO, IT'S SEVERAL HOURS **AFTER** THE ABORTIVE SPIDER-MOBILE CAPER--

--AS AN EXHAUSTED **PETER PARKER** TRIES TO STAY **AWAKE** DURING A CLASS IN BIO-CHEMISTRY--

--WITH FEW--

--POSITIVE--

--RESULTS.

MISTER PARKER--THIS IS A LECTURE HALL, **NOT** A REST CAMP.

MAY I SUGGEST THAT IN THE FUTURE--YOU DO YOUR SLEEPING **AT HOME.**?

WHA--? HUH? **OH!** SORRY, PROFESSOR...!

THE CLASS ENDS. IN GROUPS OR SINGLY, THE STUDENTS LEAVE...ALL BUT **ONE**, A CERTAIN SOMNOLENT SCHOLAR WHO IS ASKED TO REMAIN **AFTER** THE OTHERS ARE GONE, FOR A FRIENDLY "CHAT"...

PETER, I MUST ADMIT--I'M **APPALLED.**

BECAUSE OF YOUR MARKS LAST YEAR, YOU'VE HAD TO TAKE **BIO CHEM** 106 OVER THIS SEMESTER--

AND PETER--YOUR **SECOND** CHANCE IS YOUR **LAST** CHANCE.

I **KNOW** THAT, PROFESSOR WARREN--AND I'M GRATEFUL YOU LET ME REGISTER TO TAKE THE COURSE **AGAIN.**

THEN **SHOW** THAT GRATITUDE, PETER. **SHAPE UP.**

YOU HAVE IMMENSE **POTENTIAL**--MORE THAN ANY **OTHER** STUDENT I'VE EVER HAD.

PLEASE, DON'T **WASTE** THAT POTENTIAL...DON'T **BETRAY** MY FAITH IN YOU.

IF YOU HAVE ANY PROBLEM --ANY **DIFFICULTY**--KNOW THAT I'M ALWAYS **AVAILABLE** TO YOU.

I'D LIKE TO THINK WE HAVE A **GOOD** RELATIONSHIP, PETER, AS TEACHER AND PUPIL--EVEN AS **FRIENDS.**

BELIEVE ME--I MEAN THAT.

THANKS, PROFESSOR WARREN.

HELLO THERE, BROWN-EYES. WHERE HAVE *YOU* BEEN KEEPING YOURSELF?

MARY JANE!

I'D HEARD YOU HADN'T *SIGNED UP* THIS YEAR!

TRUE ENOUGH, PETE. DOCTOR'S *ORDERS.*

HE THINKS I STILL NEED TO REST THE OLD *BOD'* AFTER THAT SHAKE-UP I HAD.*

SOOOOO...

*MEANING THE *EXPLOSION* WHICH DESTROYED PETER'S OLD APARTMENT. --ROY.

FOR THE TIME *BEING,* ANYWAY, M.J.'S EDUCATION IS AT A *STAND-STILL.*

SPEAKING OF BEING AT A STANDSTILL--YOU LOOK LIKE YOU CAN HARDLY STAND *AT ALL!*

HERE, LET *ME* CARRY THOSE BOOKS.

TODAY *YOU* CAN BE THE SEX OBJECT, MR. PARKER.

AFTER ALL, MEN AREN'T THE *ONLY* ONES WHO CAN BE *CHAUVINISTIC.*

GRACIAS, M.J.

I *THINK.*

WILL YOU *RELAX,* ALREADY?

YOU'RE THE *TENSEST* PERSON I'VE EVER *MET,* PETE.

I THINK THAT'S WHAT MAKES YOU SO *LOVEABLE.*

YOU ALWAYS LOOK LIKE YOU'RE GOING TO *FALL APART*--LIKE A CHARLIE BROWN WHO'S JUST HAD THE *FOOTBALL* JERKED AWAY FROM HIM.

THAT'S THE STRANGEST COMPLIMENT I'VE EVER *RECEIVED,* M.J.

IF IT *WAS* A COMPLIMENT.

OH, IT *WAS,* BABY.

IT WAS.

PETER'S ANSWERING SMILE IS A **WISTFUL** ONE. AND AS HE SMILES, HIS MIND GOES BACK TO **ANOTHER** GIRL--ANOTHER WOMAN --HE'S KNOWN.

THAT GIRL IS DEAD.

AND HE WONDERS...

CAN **ANYONE** REPLACE GWEN STACY, THE WOMAN HE LOVED?

PETER DOESN'T KNOW.

HE JUST...

DOESN'T KNOW.

THE AUTUMN WIND LIFTS LEAVES ACROSS THE **CITY**, GUSTING THEM FROM ONE PART OF TOWN TO **ANOTHER**.

IF WE **FOLLOW** THEM ACROSS TOWN, THEY TAKE US **HERE**--TO A CERTAIN **PRIVATE CLUB**--

--WHERE ONE OF THE MEMBERS IS **EXTREMELY** FAMILIAR!

GOOD AFTERNOON, MR. JAMESON.

WOULD YOU LIKE YOUR **USUAL?**

A SNIFTER OF BRANDY FOR BOTH **MR. ROBERTSON** AND MYSELF, NORTON.

AND, NORTON--I'M EXPECTING AN IMPORTANT **PHONE CALL.** WHEN IT COMES, PLEASE NOTIFY ME AT ONCE--I'LL BE IN THE **MAIN SALON.**

VERY GOOD, SIR.

LIFE CAN BE QUITE **ELEGANT,** REALLY--**IF** YOU'RE A WELL-KNOWN PUBLISHER OF A MAJOR DAILY **NEWSPAPER,** AND **IF** YOU'RE RICH ENOUGH TO PAY $5,000.00 A YEAR FOR CLUB **DUES,** AND **IF** YOU REALLY **CARE** ABOUT SUCH THINGS--

LIFE CAN BE QUITE ELEGANT, **INDEED.**

MR. JAMESON ...YOUR **PHONE CALL,** SIR.

PHONE CALL, JONAH?

JUST A SMALL ***BUSINESS DEAL*** I'VE BEEN WORKING ON, ROBERTSON.

NOW, IF YOU'LL ***EXCUSE*** ME...

YES?

YES, THIS IS ***JAMESON.***

...I SEE. SO YOU'VE MADE ***CONTACT,*** HAVE YOU?

EXCELLENT. FINE. I'LL EXPECT ANOTHER REPORT ***TOMORROW.***

WELL.

WELL, WELL.

ANYTHING ***WRONG,*** JONAH?

ON THE ***CONTRARY,*** ROBERTSON. FOR THE FIRST TIME IN MANY YEARS...

EVERYTHING IS JUST ***FINE.***

SOME OF OUR OTHER CAST-MEMBERS MIGHT NOT FEEL AS KINDLY AS JONAH DOES TOWARD LIFE THIS EVENING...AND KNOWING PETER PARKER AS WE DO, WE'D GUESS THAT ONE OF THOSE DISGRUNTLED CAST-MEMBERS JUST MIGHT BE A CERTAIN WEB-SLINGING SPIDER-MAN...

FIVE O'CLOCK ALREADY--AND I STILL HAVEN'T FIGURED OUT A WAY TO SALVAGE MY ***SPIDER-MOBILE!***

I'D CHUCK THE WHOLE THING AND SIMPLY ***FORGET*** IT, IF I HADN'T MADE A DEAL WITH THOSE CLOWNS AT ***CORONA MOTORS*** TO BUILD THE STUPID THING*--

BUT AS IT IS, I DON'T HAVE A ***CHOICE!*** I'VE GOT TO GET THE S-M BACK--***SOON!***

BACK IN SPIDEY #126, SPORTS-FANS. -- ROY.

MEANWHILE--THIS WEB-SLINGING CAN MAKE A MAN *HUNGRY.*

IF I THOUGHT I COULD DO IT WITHOUT CAUSING A RIOT IN THIS *COSTUME,* I'D SLIP INTO THAT *EATERY* AND--

HEY! WAIT- AMINNIT...

IT MAY NOT BE STRICTLY *ETHICAL--*

--BUT WHEN A MAN'S *STARVING* TO DEATH--

EEFT!

--WHO HAS TIME FOR *MORALITY?*

BLASTED *KIDS!* WHY DON'TCHA *LOOKIT* WHERE YOU'RE GOIN', ALREADY?

HUH?

THE POOR GUY LOOKS LIKE HE'S GOING TO HAVE A *CANARY.*

JUST AS SOON AS I SET THIS STUFF DOWN, I'LL SHOOT A COUPLE OF *DOLLARS* TO HIM ON MY WEBBING, AND MAYBE--

MY SPIDER-SENSE!

IT'S TINGLING-- WARNING OF DANGER--!

THIS MIST--!

IT'S THE SAME FOG I DROVE INTO THIS MORNING!

BUT--IT'S DIFFERENT NOW! CLOYING--STICKING TO ME--!

I-- CAN'T--

--CAN'T--

--SEE--!

I'M FALLING!

REFLEXES SNAP INTO ACTION, AND BEFORE SPIDEY IS EVEN FULLY AWARE OF HIS FALL--

--HIS BODY HAS ACTED TO SAVE HIM--

KRAAK!

--WITH SOMEWHAT MIXED RESULTS!

EEEEYOW, THAT HURTS!

IT FEELS LIKE I'VE YANKED MY SHOULDER LOOSE--TORN MY ARM RIGHT OUT OF ITS SOCKET!

STILL, THE PAIN'S CLEARING MY HEAD--

AND I'VE GOT A FEELING THIS MIST ISN'T GOING TO AFFECT ME AS BADLY NOW--

I HOPE.

IT DOESN'T TAKE A PHYSICS DEGREE TO TELL ME SOMEBODY'S BEHIND THIS CRAZY FOG...

...AND AFTER *THINKING* ABOUT IT ALL DAY, I'VE GOT A PRETTY GOOD IDEA *WHO* THAT "SOMEBODY" MIGHT *BE.*

UH-OH. THE FOG'S *THICKEN-ING.*

MY *SPIDER-SENSE* IS WORKING FINE--

--BUT IF THIS GOP GETS ANY *DENSER,* I WON'T BE ABLE TO *SEE* WHAT MY SENSE IS *WARNING* ME--

--*THERE!*

HE'S JUST A *SHADOW* NOW--

--I CAN'T SEE HIM *CLEARLY--*

--BUT I'M WILLING TO BET MY BOTTOM *DOLLAR--*

--THAT THE MAN COMING *TOWARD* ME IS--

WHAK!

--*MYSTERIO,* YOU HALF-WITTED HAS-BEEN!

JUST THIS *ONCE,* WHY COULDN'T I HAVE BEEN *WRONGGGGGHHH!*

BUNT

SOMETHING'S WRONG--! HE'S MOVING TOO QUICKLY--

--AND--HE'S STRONGER-- MUCH STRONGER-- THAN I'D REMEMBERED--!

SPRAK!

=UNNNH!= HE'S NOT GIVING ME A CHANCE --TO CATCH MY BALANCE--

--AND WHAT'S EVEN WEIRDER-- HE'S HOLDING OFF ON HIS USUAL MELODRAMATIC TAUNTING!

--AND I'VE GOT A SNEAKING SUSPICION MYSTERIO KNOWS IT, TOO!

THE WAY HE'S RUNNING, WHEN HE CAN JUST DISAPPEAR-- MEANS HE WANTS ME TO FOLLOW HIM--

--AND THAT IMPLIES HE'S PLANNED SOME SORT OF TRAP--!

LUCKILY, I'M NOT THE SHY SORT-- SO I'LL JUST TAG ALONG--

--AND SEE WHAT MYSTERIO'S BEEN UP TO SINCE THE LAST TIME I SENT HIM OFF TO JAIL--!*

NO!

THIS IS CRAZY--

*'WAY BACK IN SPIDEY#67, FOOTNOTE-FANS.--ROY.

..CRAZY!*

A MACK TRUCK-- DRIVING **TOWARD** ME ALONG THE SIDE OF AN ALLEY **WALL!**

AND IT'S GOING TO--

*UNABASHED FREE PLUG. --ROY.

..HIT!

CRACK!

OHHH...DID I JUST DO A ***STUPID*** THING?

MY ELBOW FEELS LIKE I ***SHATTERED*** IT--

--AND FOR ***WHAT?***

THAT TRUCK WAS AN ***ILLUSION***--AND I ***KNEW IT.*** OR RATHER, MY ***MIND*** KNEW IT...

MY GUT TENDS TO BE A LITTLE ***UNINFORMED*** ABOUT THINGS LIKE THAT.

HUH?

NOW THIS IS *RIDICULOUS.*

I CAN SEE THESE THINGS *FORMING,* APPEARING OUT OF THE WALL LIKE *MOVIE PROJECTIONS--*

--OR--LIKE *GHOSTS?*

THEY'RE GETTING *SOLID*--ALL MY OLD *ENEMIES*--

BUT--THAT'S JUST *IMPOSSIBLE!*

HAMMERHEAD, THE VULTURE, DOCTOR OCTOPUS, THE GRIZZLY, MOLTEN MAN, MORBIUS--SO *MANY* OF THEM--

AND THEY SEEM SO *REAL!* ALMOST--

--ALMOST AS THOUGH I COULD--*TOUCH* THEM!

THE GREEN GOBLIN!

HE'S *COME BACK*--THROW-ONE OF HIS *PUMPKIN BOMBS*--!

I CAN'T *AVOID* IT--THE BOMB'S GOING TO--

--GO THROUGH ME?

IT'S A *TRICK!* YOU'RE TRYING TO *CONFUSE* ME!

ALL OF YOU--YOU'RE ALL *COMING* AT ME--*JUMP-ING* ON ME--!

WHY DON'T YOU GO AWAY AND *LEAVE ME ALONE?*

WHY DON'T YOU LET ME LIVE?

SMAK!

WHY DON'T YOU LET ME LIVE?

SKRAK!

WHY DON'T YOU LET ME--

KRAKK!

MY... HANDS...

IT WAS THAT MIST... IT AFFECTED ME... MORE THAN I THOUGHT.

CAN'T THINK CLEARLY...

I WAS READY TO BELIEVE... REALLY BELIEVE... ALL MY ENEMIES HAD CAUGHT UP WITH ME...

BUT IT WASN'T ALL MY ENEMIES...

...IT WAS ONLY ONE.

THIS IS ONLY THE BEGINNING SPIDER-MAN.

THE GAME WILL END --WITH YOUR DEATH.

SO YOU SAY, MISTER!

I SAY-- DON'T HOLD YOUR BREATH!

FLANNGGG!

AFTER:

PETER! OH, DEAR-- YOUR HANDS! HOW DID YOU HURT YOUR HANDS?

WOULD YOU BELIEVE I CAUGHT THEM IN A DOOR LEAVING SCHOOL?

FOR HEAVEN'S SAKE, PARKER-- BE SERIOUS.

YOU LOOK LIKE YOU'VE BEEN WORKED OVER BY A FOOTBALL TEAM.

MAYBE WE SHOULD CALL MR. ROBERTSON, NED.

HE COULD FIND A DOCTOR, AND--

DON'T BOTHER, BETTY. IT MIGHT CAUSE THE DAILY BUGLE A LITTLE MONEY--

AND I WOULDN'T WANT TO GET JONAH JAMESON ALL UPSET.

WILL YOU TELL US WHAT HAPPENED, PETER?

WHAT'S TO TELL? I GOT MIXED UP IN A BRAWL BETWEEN SPIDER-MAN AND MYSTERIO--MY HANDS ARE A LITTLE CUT-UP, THAT'S ALL.

APPARENTLY MYSTERIO'S ESCAPED FROM JAIL-- AND HE'S BACK IN TOWN, CARRYING A KING-SIZE GRUDGE FOR OUR FAVORITE WEB-SLINGER.

MYSTERIO? ARE YOU SURE?

A MISTAKE LIKE THAT'S PRETTY HARD TO MAKE, NED.

BUT YOU MUST HAVE MADE A MISTAKE, PETER... EITHER THAT, OR YOU SAW A GHOST.

MYSTERIO DIED IN PRISON ALMOST A YEAR AGO!

THEN-- IT'S FINALLY HAPPENED! I'M CRACKING UP--

PETER PARKER IS-- INSANE!

NAH. WE DON'T BELIEVE IT FOR A MINUTE, COMPADRES... AND NEITHER SHOULD YOU. FOR THE FULL STORY BEHIND THE STORY, TUNE IN NEXT ISSUE, WHEN WE'LL PRESENT:

THE MAN WHO HATED SPIDER-MAN!

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

IT'S NOT POSSIBLE! NOBODY CAN DO-- THAT!

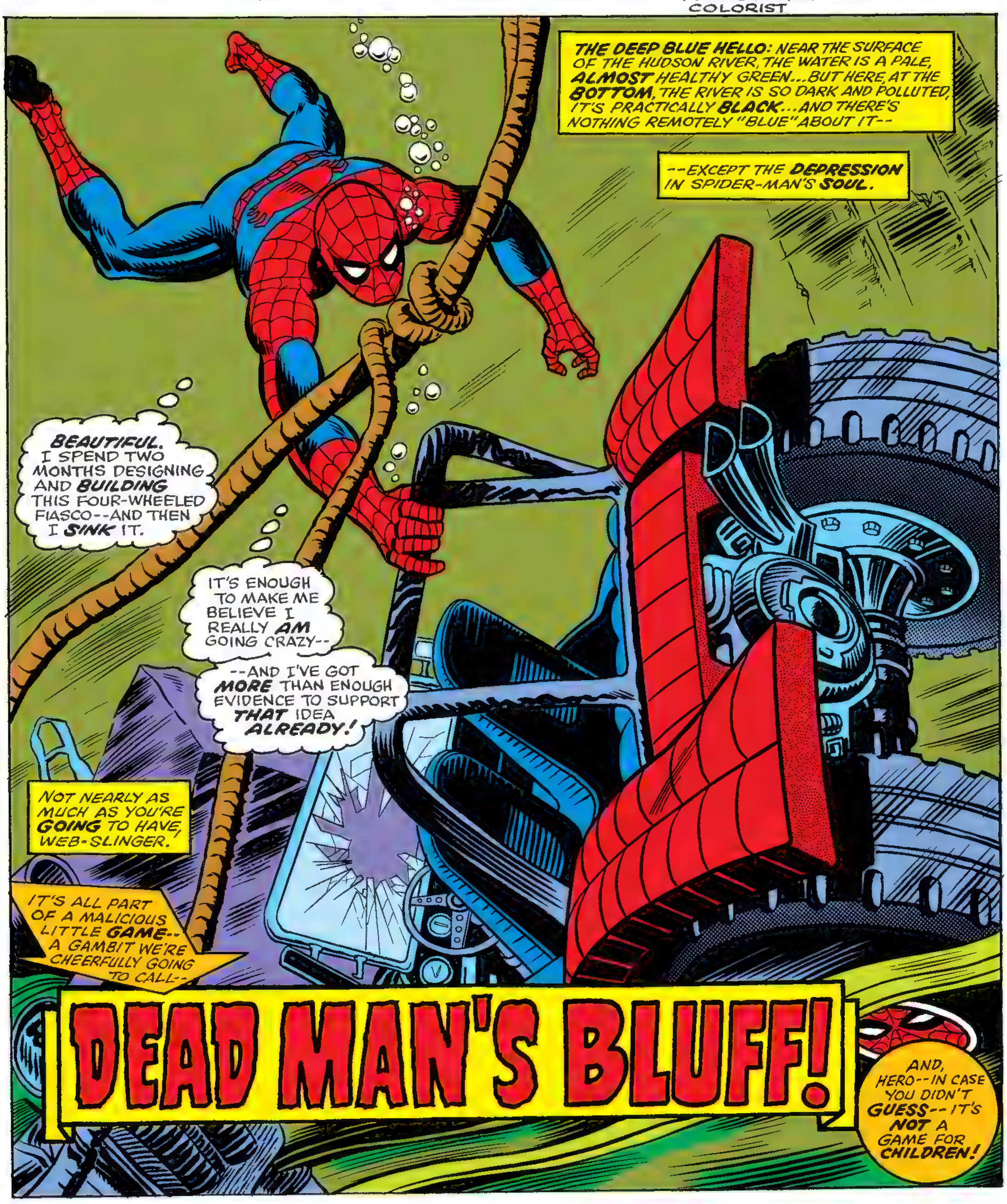
WRONG, WEB-HEAD! ANYTHING IS POSSIBLE FOR A DEAD MAN!

MYSTERIO MEANS MADNESS!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT EMBELLISHERS * JOE ROSEN LETTERER * L. LESSMANN COLORIST * LEN WEIN EDITOR



I ONLY WISH I COULD BE SURE OF WHAT *HAPPENED* YESTERDAY...

WAS I *HALLUCINATING* ON MY OWN--

THERE ARE JUST TWO WAYS I CAN *INTERPRET* WHAT I SAW:

ONE: I REALLY *AM* GOING NUTS...

OR--*TWO*: SOMEONE WANTS ME TO *THINK* I'M GOING NUTS.

NYFD

--OR WAS SOMEONE *MAKING* ME HALLUCINATE?

I COULD HAVE *SWORN* THERE WAS AN ALLEY WHERE THAT *PIER* IS--

EITHER WAY, I'M IN *TROUBLE.*

THE *LAST* TIME SOMEONE TRIED TO CONVINCE ME I WAS GOING MAD, IT TURNED OUT TO BE A PLOT BY A GUY NAMED *MYSTERIO**--

**SPIDEY*24. --LEN.*

--BUT OBVIOUSLY, THERE *WASN'T.*

AND *BECAUSE* THERE WASN'T--

--I DROVE MY SPIDER-MOBILE RIGHT OFF THE *EDGE!*

--BUT ACCORDING TO *NED LEEDS*, MYSTERIO DIED IN *PRISON.*

WHICH BRINGS UP *ANOTHER* QUESTION-- MAINLY, IF MYSTERIO IS DEAD, THEN *WHO* WAS THE GUY WHO ATTACKED ME *LAST NIGHT*?*

HE *LOOKED* LIKE MYSTERIO, *TALKED* LIKE HIM. HE EVEN--

**LAST ISSUE. --LEN.*

OUCH.

I SHOULDN'T HAVE PUT MY *WEIGHT* ON MY HAND LIKE THAT.

MY FINGERS ARE STILL TOO *TENDER*--

--AND THEY *SHOULD* BE, EVEN *BANDAGED*.

I'M LUCKY I DIDN'T *FRACTURE* THEM.

AFTER ALL, WHEN YOU USE A BRICK WALL FOR A *PUNCHING BAG*--

--*SOMETHING'S* GOT TO GIVE-- AND IT PROBABLY *WON'T* BE THE *WALL*.

I DON'T KNOW WHICH BOTHERS ME *MORE*-- THE FACT I THOUGHT I SAW MY OLD *ENEMIES* APPEARING THROUGH THAT WALL--

--OR THE FACT I ALMOST SMASHED MY KNUCKLES *FIGHTING* THEM!

YOU HAVE TO BE PRETTY *SLOW* NOT TO-- *HUH*?

FOOTSTEPS-- UP ON TOP OF THE *PIER*.

AND SOMETHING TELLS ME IT'S...

MYSTERIO!

YOU KNOW, FRIEND--FOR A *GHOST*, YOU SURE GET *AROUND*.

THE MIST-ENSHROUDED FIGURE MAKES NO ANSWER--

--HE SIMPLY STANDS AND **STARES**, IN UTTER, COLD **CONTEMPT**--

--AND **THAT** FIRES OUR QUICK-TEMPERED HERO--

--TO A BURNING **RAGE!**

I'VE **HAD** IT WITH YOU, BUSTER!

I DON'T KNOW WHAT'S GOING **ON** AROUND HERE--BUT I **PROMISE** YOU--

--I'M GOING TO **FIND OUT!**

HUH?

THUMP!

KRAK!

EEEEYOW! MY HANDS--

UMMMPHHH!

WHAP!

IMBECILE!

WHAT HOPE COULD YOU HAVE OF CAPTURING ME?

YOU'RE A CHILD!

A BUNGLING CHILD!

AND YOU'RE A CRUMMY IMPOSTER, PAL.

THE REAL MYSTERIO IS DEAD--AND THAT MAKES YOU NOTHING BUT A CHEAP PHONY!

FOOL! DO YOU MEAN YOU STILL HAVEN'T GUESSED THE TRUTH?

I SWORE I WOULD REVENGE MYSELF AGAINST YOU, SPIDER-MAN...

AND I WILL. NOTHING CAN STOP ME--

--NOT EVEN DEATH!

NO!

I DON'T BELIEVE IT, MYSTERIO. IT'S A TRICK--ANOTHER ONE OF YOUR SPECIAL-EFFECT ILLUSIONS!

WELL, FRIEND-- TWO CAN PLAY THAT GAME.

YOU'VE GOT YOUR HIDDEN MIRRORS --AND I'VE GOT MY--

--WEBBING!

COME OUT, COME OUT, WHERE-EVER YOU--

--ARE?

AND FOR A LONG TIME, SPIDEY CAN ONLY GAPE--

--UNTIL, AT LAST, HE TURNS AND **GOES AWAY.**

NO PARKING THIS SIDE OF SIGN MON-TUES 9 AM

AND THIS IS WHERE HE GOES AWAY **TO:** HIS NEW APARTMENT IN MANHATTAN'S **CHELSEA DISTRICT,** ON THE LOWER WEST SIDE--

--WHERE WE FIND HIM A LITTLE LATER, MAKING USE OF HIS RECENTLY-INSTALLED **TELEPHONE** TO CALL A CERTAIN DOTING **AUNT** OF HIS...

AUNT MAY MUST BE WORRIED **SICK** ABOUT ME-- AND WHAT **ELSE** IS NEW?

EVER SINCE I MOVED OUT OF OUR HOUSE IN **FOREST HILLS,** SHE'S BEEN SURE I'D FALL INTO THE HANDS OF **GANGSTERS**--

--OR **WORSE.**

BRANNGG

PETER! MY, THIS **IS** A SURPRISE!

I WAS JUST **THINKING** ABOUT YOU, YOU DARLING BOY...

DO YOU LIKE YOUR NEW **APARTMENT?**

IT'S **SWELL,** AUNT MAY. IT'D BE EVEN **BETTER** IF I HAD ANY **FURNITURE.**

EXCUSE ME A SECOND-- **MARY JANE** JUST WALKED IN.

TAKE A **SEAT, MJ.**

WHAT? OH, I'LL DIG UP SOME BEDS AND CHAIRS **SOMEWHERE**... THAT'S THE **LEAST** OF MY PROBLEMS.

WHAT? DID I SAY **PROBLEMS?**

SORRY, SLIP OF THE **TONGUE.**

EVERYTHING'S **FINE.** SURE, I'M SURE.

LISTEN, I ONLY CALLED TO LET YOU KNOW I'M *OKAY*, AUNT MAY.

NO, NOTHING'S *WRONG*, SWEETHEART...

...I'VE BEEN *EATING* REGULARLY, WEARING WARM CLOTHES...USING UMBRELLAS WHEN IT RAINS... EVERYTHING YOU ALWAYS *TOLD* ME TO--

KINGPIN!

MARY JANE--

LOOK OUT!

SPRANGG!

HE'S--HE'S *GONE*--

--VANISHED--JUST LIKE--*MYSTERIO*--!

OF COURSE! MYSTERIO'S BEHIND THIS--SOMEHOW, HE--

PETEY, WHAT--

ARE YOU *OKAY*?

PETER! PETER, WHAT HAPPENED?

HEAVEN ABOVE, PETER--!

AH...**AUNT MAY**? PETER HERE. I'M **SORRY** ABOUT THAT... UH...IT WAS A **MISTAKE**.

A MISTAKE? PETER, YOU SHOULDN'T **DO** SUCH THINGS!

YES, I **KNOW** HOW UPSET YOU ARE, AUNT MAY-- AND AGAIN, I'M **REALLY** SORRY.

I--UH--CAN'T TALK NOW, BUT I'LL EXPLAIN ALL ABOUT IT **LATER**.

PLEASE DON'T **WORRY**, THOUGH-- OKAY?

OKAY.

TIGER, YOUR AUNT ISN'T THE **ONLY** LADY WORRIED ABOUT YOU.

THE WAY YOU **LOOKED** AT ME--

SAY, MAN-- WHAT'S GOING **ON** IN HERE?

OH-- **HI**, GLORIA.

HELLO, MRS. MUGGINS.

DON'T YOU HELLO **ME**, MR. PARKER.

THIS IS AN **APARTMENT BUILDING**-- NOT A **BOXING RING**.

IF YOU'RE THE SORT OF MAN WHO LIKES TO THROW THINGS **AROUND**--

--WELL, THEN YOU CAN THROW **YOURSELF** RIGHT **OUT** OF HERE!

YOU MEAN-- THAT--AH-- **PHONE** I DROPPED?

THAT WAS AN **ACCIDENT**, MRS. MUGGINS-- IT WON'T HAPPEN **AGAIN**.

HAH! THAT'S WHAT MY **BARNEY** ALWAYS SAYS WHEN HE'S FEELIN' A LITTLE **RESTLESS**.

I'LL LET IT GO **THIS** TIME--

--BUT **WATCH** YOURSELF, SONNY. I'M **WARNING** YOU.

YOU SURE KNOW HOW TO MAKE **FRIENDS**, PETER-BOY, AND SPEAKING OF FRIENDS-- WHO'S YOUR **FRIEND**?

OH, GLORY, THIS IS **MARY JANE WATSON**. WE GO **WAY BACK**.

MJ, THIS IS **GLORY GRANT**.

GLORY. CUTE NAME.

MJ. SPIFFY TAG.

PETER, MY MAN, I JUST CAME BY TO TELL YOU ABOUT A **PARTY** I'M RIGGING FOR NEXT WEEKEND.

WHY DON'T YOU **SHOW** FOR IT, HMM?

"PETER, MY MAN"? HOW LONG HAVE YOU **KNOWN** EACH OTHER, TIGER?

AS A MATTER OF FACT, MJ--

WE'LL HAVE OURSELVES A REAL **TIME**.

"--I'M NOT **SURE**."

SLAM!

WITHIN THE HOUR, AT A FAMILIAR **NEWSPAPER BUILDING** A COUPLE OF DOZEN BLOCKS **UPTOWN**...

DAILY BUGLE

WHAT'S **THAT** YOU SAY? YOU HAVE HIM SO RATTLED-- HE THINKS YOU'RE A **GHOST**?

EXCELLENT. EXCELLENT. KEEP THIS UP, AND THERE MAY BE SOME EXTRA **MONEY** IN IT FOR YOU-- THAT'S A **PROMISE.**

AND YOU CAN ASK ANYONE: **J. JONAH JAMESON** IS A MAN OF HIS **WORD.**

CLIK

SOMEDAY, PEOPLE WILL ERECT A **MONUMENT** TO ME.

A STATUE-- AND A **PLAQUE** THAT READS:

"JONAH JAMESON--THE MAN WHO DESTROYED SPIDER-MAN!"

JUST **THINKING** ABOUT IT MAKES ME SO HAPPY I COULD **CLICK MY--**

THUDD!

J.J. JAMESON PUBLISHER

JONAH.

MR. JAMESON...

ARE YOU **HURT**?

HURT? NO, NO, MISS BRANT--

--I TOOK A LITTLE **FALL,** THAT'S ALL.

NOTHING FOR YOU TO GET **CONCERNED** ABOUT, ROBERTSON--

--OR I SHOULD SAY-- **JOE.**

JOE, IT'S OCCURRED TO ME YOU COULD USE A **RAISE.**

YES, INDEED. MY CITY EDITOR **DESERVES** A RAISE EVERY NOW AND THEN--

--AND SO DOES MY FAVORITE *GIRL FRIDAY.*

HEH-HEH, I MEAN *PERSON* FRIDAY, MS. BRANT.

RUN ALONG, YOU TWO. *RUN ALONG.*

MR. ROBERTSON-- DO YOU GET THE FEELING YOU'VE BEEN *TAKEN* SOMEHOW?

BETTY, WITH JONAH-- I *ALWAYS* FEEL LIKE I'VE BEEN TAKEN.

BUT *THIS*-- WELL, TO PUT IT *MILDLY*--

THE MAN MUST BE *SICK.*

IS ANYTHING *WRONG*, MR. ROBERTSON?

PARKER! I'VE BEEN TRYING TO GET *AHOLD* OF YOU, SON.

MIND IF WE HAVE A *TALK*? IT'S ABOUT THIS *MYSTERIO* THING...

I GUESS BETTY MUST HAVE TOLD YOU ABOUT *LAST NIGHT*, HUH?*

YES, SHE *DID*, PETER...

MARY JANE, I HOPE YOU DON'T *MIND*--

COFFEE-MAT

BUT DO YOU REMEMBER A CONVERSATION YOU AND I HAD AT MY *CHRISTMAS PARTY* LAST YEAR?

*LAST ISSUE.--LEN.

ABOUT *PETEY*--AND MY *FEELINGS* FOR HIM? SURE I REMEMBER, BETTY.

I TOLD YOU THEN, I DIDN'T KNOW IF I *WANTED* TO FEEL SERIOUS ABOUT PETE-- AND I *MEANT* THAT--THEN.

I GUESS YOU COULD SAY, MAYBE THINGS HAVE *CHANGED*...

EARLIER THIS EVENING, PETE STARTED ACTING *STRANGE*-- AND IT *FRIGHTENED* ME A LITTLE.

I FELT AS THOUGH SOMEONE I-- OH, *HI*, NED.

'LO, MJ, BETTY TELL YOU THE *NEWS*?

"NEWS"--?

WELL--WE'VE BEEN KEEPING IT A *SECRET*, AND I DIDN'T WANT TO *TELL* YOU--WHILE WE WERE TALKING ABOUT YOU AND PETER...

BUT NED AND I--WE'VE FINALLY SET THE *DATE.*

YOU MEAN-- TO GET *MARRIED*?

FAR *OUT.*

THAT'S SIMPLY THE MOST--

FAR *OUT.*

I CAN'T TELL YOU HOW--

WOW.

YOU'VE **GOT** TO TELL PETEY!

HEY, TIGER-- GUESS WHO'S GONNA BE A **BLUSHIN' BRIDE**?

*STUMBLING EXPLANATIONS ARE MADE, AND WHEN THE EXPLAINING IS **DONE**...*

I CAN'T WISH YOU ENOUGH HAPPINESS, BETTY.

ALL **I** CAN SAY, NED, IS--

--IT'S ABOUT **TIME.**

LATER...

DAILY BUGLE

FUNNY...

WHAT'S FUNNY, BLUE-EYES?

BETTY BRANT WAS THE FIRST GIRL I EVER FELL IN LOVE WITH.

THE **FIRST,** M.J.

THERE WAS A TIME WHEN I HATED NED LEEDS' **GUTS.**

NOW-- I LIKE HIM. TIMES CHANGE, LOVES CHANGE, YOU CAN NEVER--

OUTSIDE THE **ELEVATOR**-- WALKING THROUGH THE **LOBBY**--

IT'S HER!

*MARY JANE WATSON OPENS HER MOUTH IN **AMAZEMENT**--*

*--BUT, BEFORE SHE CAN **SPEAK**--*

GRIPSHOLM

*--PETER IS **OUT-SIDE,** STARING AT A WALKING **DREAM**--*

*--THAT IS ALSO PART PAINFUL **NIGHTMARE.***

IT'S A **TRICK**--

--ANOTHER OF MYSTERIO'S **ILLUSIONS**--!

BUT--*IT ISN'T FAIR!*

NOT *HER*--! NOT--

PETEY!

--MARY JANE. DID YOU SEE-- WAS I--

NEVER MIND. I MUST'VE BEEN *CRAZY.*

LOOK, TIGER-- I'VE NEVER *SEEN* YOU THIS WAY BEFORE.

IT'S *SCAREY.*

YEAH, WELL--MAYBE I'D BETTER BE *ALONE* FOR A WHILE, MJ.

I'LL CALL YOU--*LATER.*

ANDREAS

THE SUN IS A BLOODY GOLD COIN IN THE WESTERN SKY, WHEN WE *NEXT* PICK UP OUR HARRIED HERO.

AFTER THE EXPERIENCE PETER HAD OUTSIDE THE OFFICES OF THE DAILY BUGLE, QUITE A FEW OF US WOULD BE *EMOTIONALLY PARALYZED*--UNABLE TO THINK, UNABLE TO *FUNCTION* ON *ANY* LEVEL--

--LEAST OF ALL THE *LOGICAL* LEVEL.

1931

BUT, LIKE SOME OF US, PETER PARKER HAS AN *EXTRA* RESERVE OF ENERGY--A STUBBORN QUALITY THAT WON'T *ALLOW* HIM TO GIVE UP--

--AND SO WE FIND HIM AS *SPIDER-MAN*--

--*UNDEFEATED*--

--AND ANGRY AS ALL GET-OUT!

A LOT OF THIS MAY STILL BE A *MYSTERY* TO ME, BUT *ONE* THING'S CERTAIN--

--I OWE *SOMEONE* A REAL CRACK IN THE JAW!

GUNNARSON FURN.TURE

--AND *WHOEVER* HE IS, I'M GOING TO *FIND* HIM--AND WHEN I DO, USING THIS HANDY *TRACKING DEVICE*--

--HE'S GOING TO *RUE* THE DAY HE WAS *BORN!*

IT'S TOO BAD FOR *HIM* I DISCOVERED THE *IMAGE-INDUCER* HE PLANTED ON MY COSTUME DURING OUR *DOCK-FIGHT.*

I WAS BEGINNING TO THINK I WAS *IMAGINING* THINGS--SEEING *KINGPIN* IN MY APARTMENT, THEN THAT *OTHER* ILLUSION--

--BUT *NO*, IT'S JUST THIS GIZMO ON MY *CHEST.*

MYSTERIO HAS BEEN *TRANSMITTING* PICTURES TO THE GIZMO, AND IT'S BEEN *PROJECTING* THEM ONTO THE AIR IN *FRONT* OF ME.

MYSTERIO MAY BE DEAD IN *PRISON*--BUT THAT DOESN'T MEAN THERE'S NO *MYSTERIO.*

IT SIMPLY MEANS SOMEONE *NEW* HAS THE JOB--

LIKE THAT IMAGE OF THE *MINDWORM*--

--AN *ILLUSION* --A *TRICK!*

ALL I HAVE TO DO IS TRACK THAT *TRANSMISSION* BACK TO ITS ORIGIN--

--AND *BINGO*, MYSTERIO WON'T BE SO *MYSTERIOUS*.

THAT'S *IT*--THAT SKYLIGHT GLOWING UP AHEAD.

I SHOULD HAVE *GUESSED* IT'D BE IN THE *WALL STREET AREA*--

--RIGHT WHERE MYSTERIO FIRST *TRICKED* ME INTO LOSING MY *SPIDER-MOBILE*.

I DON'T NEED *THIS* GADGET ANYMORE. FROM NOW ON--

KRASH!

--WE DO THINGS *MY WAY!*

HEY, HEY! IF IT ISN'T THE *WIZARD OF OZ HIMSELF!*

STAY WHERE YOU *ARE*, CHUCKLES--

--I WANT A *WORD* WITH YOU!

SPIDER-MAN?!? AH--UH--HAVEN'T YOU LEARNED--

--YOU CAN'T-- UH--FIGHT A GHOST?

BUNK!

BAP

YOU'RE AS REAL AS I AM, LAUGHING BOY--

--AND THIS WILL PROVE IT!

YEEEOP! MY FINGERS-- I FORGOT ABOUT--

SPRIP!

HUH?

THE OLD "DRUGGED-MIST TRICK," EH, MYSTERIO?

I WAS HOPING YOU'D TRY THAT STUNT--

--'CAUSE I'VE GOT A FEW STUNTS OF MY OWN!

SPLAM!

THAT DOES IT!

NOBODY PUSHES ME AROUND, PUNK!

AN' ANYBODY WHO TRIES--

--IS GONNA GET HURT REAL BAD!

WELL NOW, THE MAN HAS LOST HIS TEMPER.

I GUESS THAT MEANS THE FIGHT IS OVER--

--AND HOW!

KA-POW!!!

THAT'S THE END OF THAT.

A FEW JUDICIOUS STRANDS OF WEBBING--

--AND BRAIN-BOY ISN'T GOING ANY-WHERE.

LET'S SEE--IF MY GUESS IS RIGHT, HE'S PROBABLY WEARING SOME SORT OF--

--MASK.

SURPRISE! YOU'RE NOT THE MYSTERIO I KNEW, AFTER ALL!

GOOD FOR **YOU**, WISE-GUY. THE NAME'S **DANNY BERKHART.** I'M A STUNT MAN--OR I **WAS**, UNTIL I GOT BLACK-LISTED FER SHOWIN' UP FER A COUPLE'A JOBS **DRUNK.**

ME 'N THE **OLD** MYSTERIO USED TO WORK TOGETHER. WHEN HE DIED, HE LEFT ME SOME'A HIS UNTRIED **GIZMOS.**

SINCE WE WUZ **BUDDIES**-- I FIGURED I OWED HIM ONE--TO GET **YOU.**

AN' I **WOULD'VE** GOT YA, TOO--IF THINGS HADN'T WORKED OUT THE WAY THEY DID.

ALL THOSE **GADGETS**-- LIKE THAT **MASK** HE MADE--

IT'S GOT LITTLE CAMERAS ON THE **BACK** OF IT, AND A SCREEN ON THE FRONT--

--WHEN IT'S WORKING, IT PROJECTS THE **BACKGROUND** ONTA THE MASK--MAKES YER HEAD LOOK **INVISIBLE.**

*"AND THAT SPECIAL **SUIT**-- THE ONE YOU WEBBED UP BACK ON THE **DOCK.***

*"I WASN'T IN IT, BUT A NETWORK OF FANCY **DISSOLVABLE WIRES** MADE IT **LOOK** THAT WAY--*

*"--AND WHEN YOUR **WEB** HIT IT, THE SUIT AND THE WIRES **MELTED**--*

*"--LIKE I WUZ A **GHOST** OR SOMETHIN'!*

*"YEAH, **ALL** OF THAT STUFF--IT WUZ ALL **BEAUTIFUL.** THE LITTLE **PROJECTORS** TA MAKE THE PHANTOM-THINGIES APPEAR... THOSE **GLOVES**, WITH THE DRUG-MIST...*

*"I SHOULDA BEEN ABLE TO **DEMOLISH** YA--"*

--BUT IT DIDN'T **WORK**-- NONE OF IT **WORKED!**

WHY, BLAST YA? WHY?

ASK THE **POLICE**, HANDSOME.

MAYBE IT WAS YOUR **VOCABULARY.** MAYBE YOUR **BREATH.**

OR MAYBE-- THE CLOTHES DON'T MAKE THE **MAN**, AFTER ALL!

EPILOGUE: TWENTY-ODD MINUTES LATER, AT THE OFFICE OF A CERTAIN NEWSPAPER PUBLISHER...

--I'LL BE **MODEST** WHEN THEY GIVE ME MY **GOOD CITIZEN** AWARD. A SMALL SPEECH EXPRESSING MY GRATITUDE, NO MORE THAN FIVE, TEN THOUSAND WORDS...

EH? THE **PHONE**--?

BRNG

I'LL TAKE IT, MS. BRANT.

--WHO?

HELLO THERE, WHOEVER YOU ARE. THIS IS J. JONAH JAMESON, THE WORKING MAN'S **FRIEND**.

WHAT CAN I DO FOR--

BERKHART, BUSTER. DON'T TRY 'N GIVE ME A **RUNAROUND**, PAL--

--'CAUSE THERE ARE A FEW THINGS WE **KNOW** ABOUT EACH OTHER, IF YOU GET WHAT I MEAN, THAT THE **POLICE** MIGHT LIKE HEARING--GET ME?

I SAID **THE POLICE**. I'M UNDER **ARREST**--THANKS TO THAT WALL-CRAWLING CREEPO **BUDDY** OF YOURS--

--THE ONE YOU WANTED ME TO **PIN**--REMEMBER?

YOU BETTER GET ME A **LAWYER**, FRIEND.

PRONTO--IF YOU WANT YOUR NAME KEPT **OUT** OF IT, OTHERWISE--

HE **HUNG UP** ON ME!

GOOD LORD--

THIS COULD BE **SERIOUS**!

MR. JAMESON, MR. ROBERTSON WANTED YOU TO--

NO TIME, MISS BRANT. I'VE GOT AN--AH--**URGENT MEETING** TO ATTEND TO.

TELL ROBERTSON HE'S IN **CHARGE** UNTIL I GET BACK.

BUT--**WHEN** WILL YOU BE BACK, MR. JAMESON?

AND WHERE ARE YOU **GOING**?

I'M GOING TO--AH--**PARIS**, MISS BRANT. THAT'S RIGHT--**PARIS**!

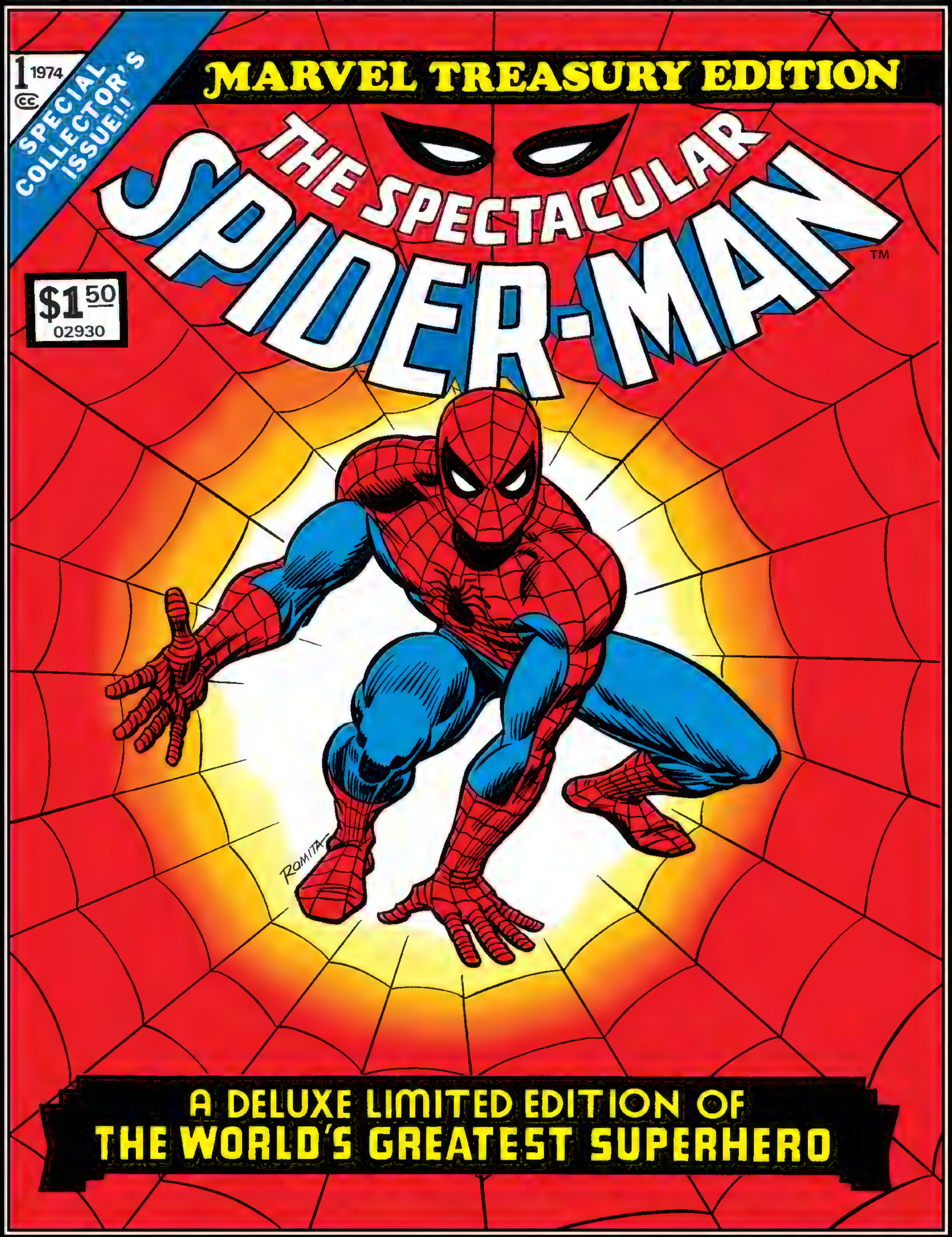
I **COULD** BE GONE FOR **MONTHS**.

UNTIL YOU HEAR FROM ME **AGAIN**--**GOODBYE**!

NEXT ISSUE **MAKE WAY FOR--THE CYCLONE!**

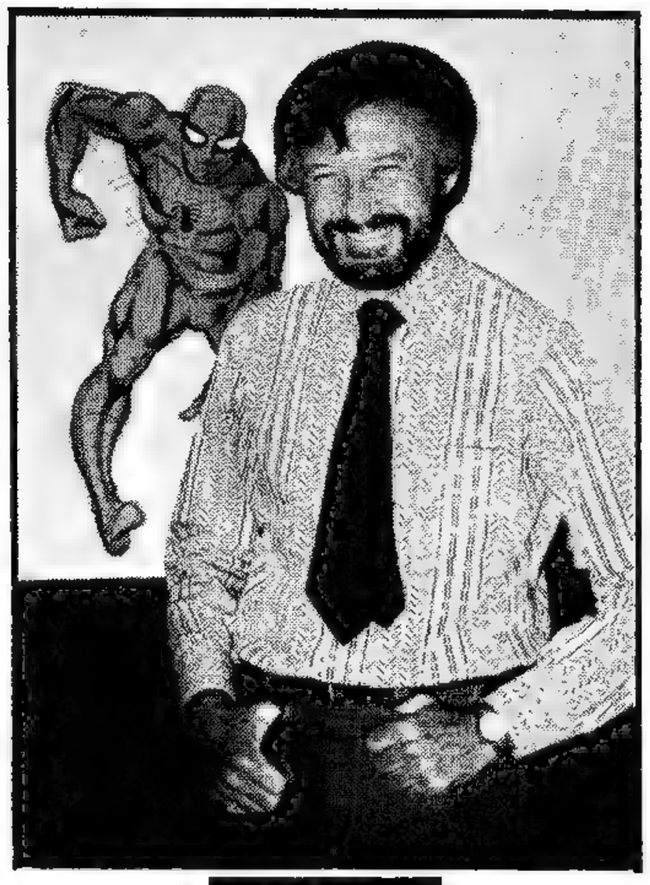
THE MOST **BIZARRE** SPIDEY VILLAIN **EVER**! 'NUFF SAID!

Between covers by John Romita, *Marvel Treasury Edition* #1 reprinted stories from *The Amazing Spider-Man* #8, 14, 42, 72, 90, *Annual* #1 & *Marvel Super-Heroes* #14



MARVEL TREASURY EDITION

A MESSAGE FROM SPIDEY'S GODFATHER!



STAN LEE

Spider-Man is more than a comic-strip hero. He's a state of mind. He symbolizes the secret dreams, fears, and frustrations that haunt us all. But don't take our word for it.

Haven't you, at some time or other, secretly wished for more ability than your neighbors, more talent than your friends, or more power than your foes? We all have our hidden daydreams, daydreams in which we're stronger, swifter, and braver than we really are or can ever hope to be. But, to Spider-Man, such dreams are reality.

Still, there are other comic-book heroes. Why has Spidey, in such a few short years, become the most popular and best-selling one of all? Why is a Spider-Man television series as well as a live-action feature film currently in preparation? Why are his countless toys, games, and novelty items proliferating in greater quantity than ever before? Why is Spidey as beloved by the Childrens Television Network's "Electric Company" as by college students on campuses everywhere? Why do his stories sell as sensationally in Europe, South America, and the far east as they do in the U.S. and Canada? In short, why is your friendly neighborhood webhead the most sought-after, talked-about, and beloved do-gooder in all of comicdom? We're glad you asked!

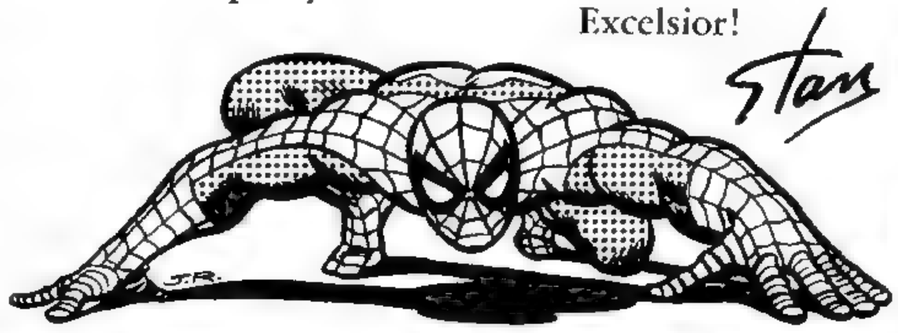
Perhaps it's because he has the one quality that makes the reader feel a compelling kinship. For, even as you or I, Peter Parker is fallible. Indeed, even the amazing Spider-Man has feet of clay. Aye, verily, it hath been written . . . the wondrous webspinner represents one of the oldest human ironies —the fact that the attainment of power and success do not necessarily bring happiness.

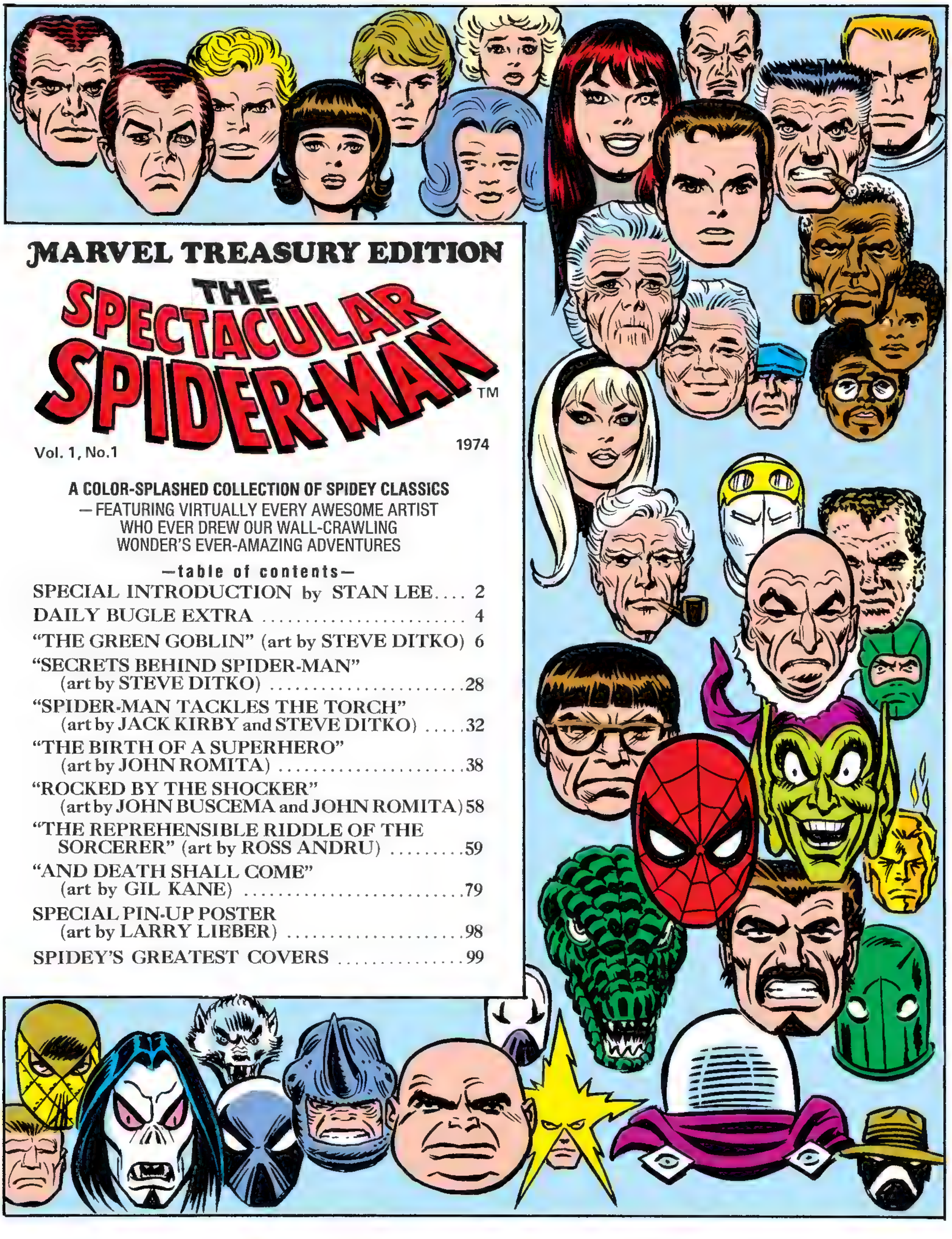
But, let's face it. Spidey is more than a philosophical conception, more than a haunting social commentary on the human condition. First and foremost, everyone's favorite wall-crawler stands for excitement, fantasy, and mile-a-minute adventure. Sure, we try to make his stories meaningful, his problems relevant—but most of all, they've got to be fun.

And fun is what's in store for you now. We've lovingly gathered the largest and greatest selection of Spider-Man thrillers ever collected between two covers. So our part is done. Now, you lucky devil, the rest is up to you.

Excelsior!

Stan





MARVEL TREASURY EDITION

THE SPECTACULAR SPIDER-MAN™

Vol. 1, No.1 1974

A COLOR-SPLASHED COLLECTION OF SPIDEY CLASSICS
— FEATURING VIRTUALLY EVERY AWESOME ARTIST
WHO EVER DREW OUR WALL-CRAWLING
WONDER'S EVER-AMAZING ADVENTURES

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EXTRA DAILY BUGLE FINAL ★★★★

THE PICTURE NEWSPAPER

Vol. 1. No. 1. New York, N.Y. 10017, Tuesday, June 18, 1974. WEATHER: Mostly sunny, breezy, warm.

Stan Lee and Steve Ditko Introduce Green Goblin in Spider-Man #14

ALL THIS, AND THE INCREDIBLE HULK, TOO

A rare 1964 photo of Stan Lee and Steve Ditko discussing the latest issue of SPIDER-MAN.

Marvel Press International, June 1964. — It's universally known by now that in *Amazing Fantasy* #15 (August 1962), the creative team of writer/editor Stan Lee and artist Steve Ditko introduced the masked superhero known as Spider-Man to the waiting world. So instantly popular was this unique super-doer — and so certain was Stan of Spidey's potential stardom — that, even though *Amazing Fantasy* #15 was slated to be a last issue, Stan had soon managed to cajole then-publisher Martin Goodman into putting out a regular magazine devoted solely to the web-spinner's escapades.

The Amazing Spider-Man #1 (March 1963) burst upon the comic-book scene with the force of an exploding bombshell, almost immediately rivaling even *The Fantastic Four* in popularity. By the thirteenth issue, Spidey had already met and battled some of the most offbeat and memorable super-villains in history: The Vulture, Dr. Octopus (Doc Ock to his friends, "My Son the Doctor" to his dear old grey-tentacled mother), the Lizard, Mysterio, Electro.

But the 14th issue (July 1964) was really something special. Stan was already famous for his witty, introspective dialogue and characterization — Steve for his somehow awkward-yet-graceful portrayal of Spidey. This time they pulled out all the stops, and produced one of the most unforgettable baddies of all time — the Green Goblin — at the same time peopling the story with the likes of the evil Enforcers, the *Daily Bugle's* own peerless publisher J. Jonah Jameson, Betty Brant, Flash Thompson, lovable old Aunt May, a bunch of nutty Hollywood types, plus the incredible if mildly inarticulate Hulk, who was currently in limbo between various phases of his own green-checkered career.

The result was pure, dazzling dynamite, in the Lee-Ditko manner. [For the full story, see p. 6.]

[Special supplement on Spider-Man's powers and prowess begins on p. 28.]

JOHN ROMITA PULLS OFF ARTISTIC TOUR-DE-FORCE IN SPIDER-MAN #42

Spidey Becomes the Greatest Super-Star of All

When Steve Ditko moved on to different pastures, Stan and Marvel were fortunate in having recently obtained the talents of one of the finest superhero artists in the field — who had spent the previous decade buried thyroid-deep in romance comics at another company. This was Johnny Romita (surname: Jazzy), who had previously drawn the wall-crawler in a couple of now-classic issues of *Daredevil*, and who now was destined to become the longest-running, perhaps most important Spidey artist ever.

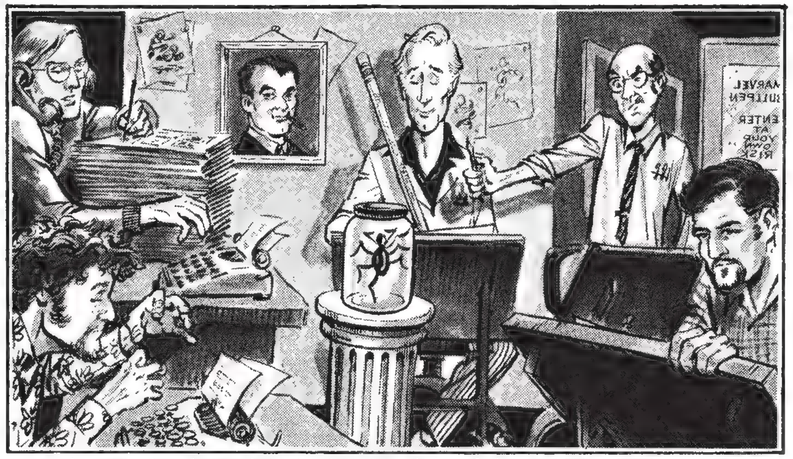
For, over the next year or two, under Johnny's pencil-point and Stan's typewriter, *Spider-Man* was able to surpass even the firmly-entrenched *Fantastic Four* as Marvel's (and maybe the world's) most popular superhero comic-book. John combined the characterization which he'd learned doing romance strips, his own vital interest in dynamically power-packed drawing, and some of the clearest, smoothest storytelling in the history of the medium.

Besides introducing such new super-villains as the Rhino, the Kingpin, and others, Stan and John also more fully developed the personality of *Daily Bugle* publisher J. Jonah Jameson's son, John — and, beginning with the startling, memorable final panel of issue #42 (Johnny's fourth), we finally met one of the most famous Spidey characters of all — Mary Jane Watson.

[For the full, unfettered story, see p. 38.]

Revealed at last! Artist John Romita works from real-life models.

BULLPEN BRAIN-TRUST KEEPS SPIDER-MAN A FAMILY AFFAIR



A composite photo of the hard-working heirs of the Lee-Ditko-Romita legacy.

The Torch Is Passed — But The Grandeur Goes On And On

One of the open secrets of Spidey's early success was that, unlike so many heroes, he was handled by a small select group of just three talented guys (Stan Lee, Steve Ditko, John Romita) during his formative days. Luckily, when the need arose for more Spidey stories than even the prolific team of Lee and Romita could turn out, there was a small and dedicated band which worked hard and long to keep up that integrity, that quality.

For instance, in the very early days, even fast-working Steve Ditko was occasionally unable to keep pace with the growing demand for Spider-Man epics. So Jumpin' Jack Kirby, artist of *F.F.* and *Thor*, stepped in once or twice to pencil a tale, which Steve then inked. One of their few but fabulous collaborations — in which Spidey and the F.F. meet — is re-presented *en toto*, starting on p. 32.

Several early *Spidey Annuals*, too, were penciled with loving care by *Larry Lieber*, under John R.'s personal supervision. Working for months on a single tale, Larry wound up being responsible for two or three of the longest, most momentous wall-crawler winners of all. [For a special pin-up by Larry, see p. 98.]

Likewise, when the Jazzy One's workload grew too heavy, the prolific John Buscema helped out for a few months, and — again working in tandem with Stan and J.R. — produced such noteworthy tales as *Spider-Man* #72 (May 1969), "Rocked by the Shocker!" [The unabashed upshot of that issue is re-presented on p. 58.]

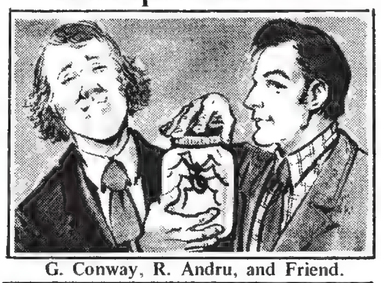
Another fine artist, working within the tradition of both Romita and Ditko, is Gil Kane, one of the most action-oriented superhero pencilers of all time. Beginning with issue #90 [see p. 79], he loaned his own unique storytelling style to Spidey for a time, and even now does certain special stories about our web-spinning wonder.

Eventually, when Stan's schedule simply didn't allow him to continue as Spidey's scripter, he turned over the writing reins to Roy Thomas, Marvel's then-associate editor. During his brief tenure on the strip, Roy (working closely with Gil Kane) introduced Morbius the Living Vampire, who has since graduated to his own strip, and also took Gwen, J.J.J., and crew on a long-remembered side-trip to Ka-Zar's Hidden Jungle. Since then, he's been content merely to be the comic-mag's editor, overseeing the talented writers and artists who have kept Spidey at the absolute pinnacle of the superhero heap.

One of these writers is Len Wein, who has the enviable-yet-difficult task of digging up a new Marvel super-star to face Spidey every month, either in *Marvel Team-Up* or in the new *Giant-Size Spider-Man*. Len works closely in conjunction with his old friend Gerry Conway (see next article) to keep our web-headed hero's adventures colossal, cataclysmic — and coordinated.

Which, as they say, ain't easy.

Conway and Andru Latest Heirs To the Spider-Man Crown



G. Conway, R. Andru, and Friend.

Writer and Artist Say They're Here To Stay

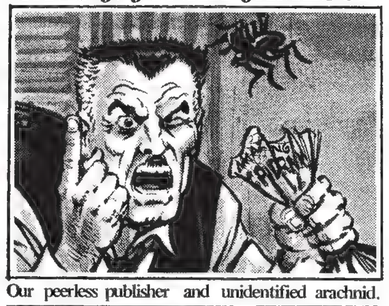
When Roy was casting about for the best possible replacement for Stan Lee as writer of Spidey's capers, his first choice was Gerry Conway, and he hasn't regretted the decision for a moment since.

Gerry came into the field in his teens, and swiftly rose to become one of the most productive and talented of the lot. He now handles three of Marvel's most popular titles: *Spider-Man*, *Fantastic Four*, and *Thor*. Not bad for a guy who's just turned 21, no?

Another of Roy's lucky choices as Gerry's colleague and accomplice was one Ross Andru. An artist in the field for some years, Ross has now rocketed to instant stardom as the peerless penciler of *Spider-Man*. It's well agreed by writers Gerry, Len, and Roy that Ross is one of the supreme storytellers in the field's history, and one eminently capable of filling the ink-stained shoes vacated by John Romita.

But, how many readers recall that Ross' *first* big break with Spidey came 'way back in 1968 several years *before* he became the wall-crawler's regular artist? [For the story *behind* this story-behind-the-story, see p. 59.]

SPIDER-MAN IS A FINK! SAYS J. JONAH JAMESON

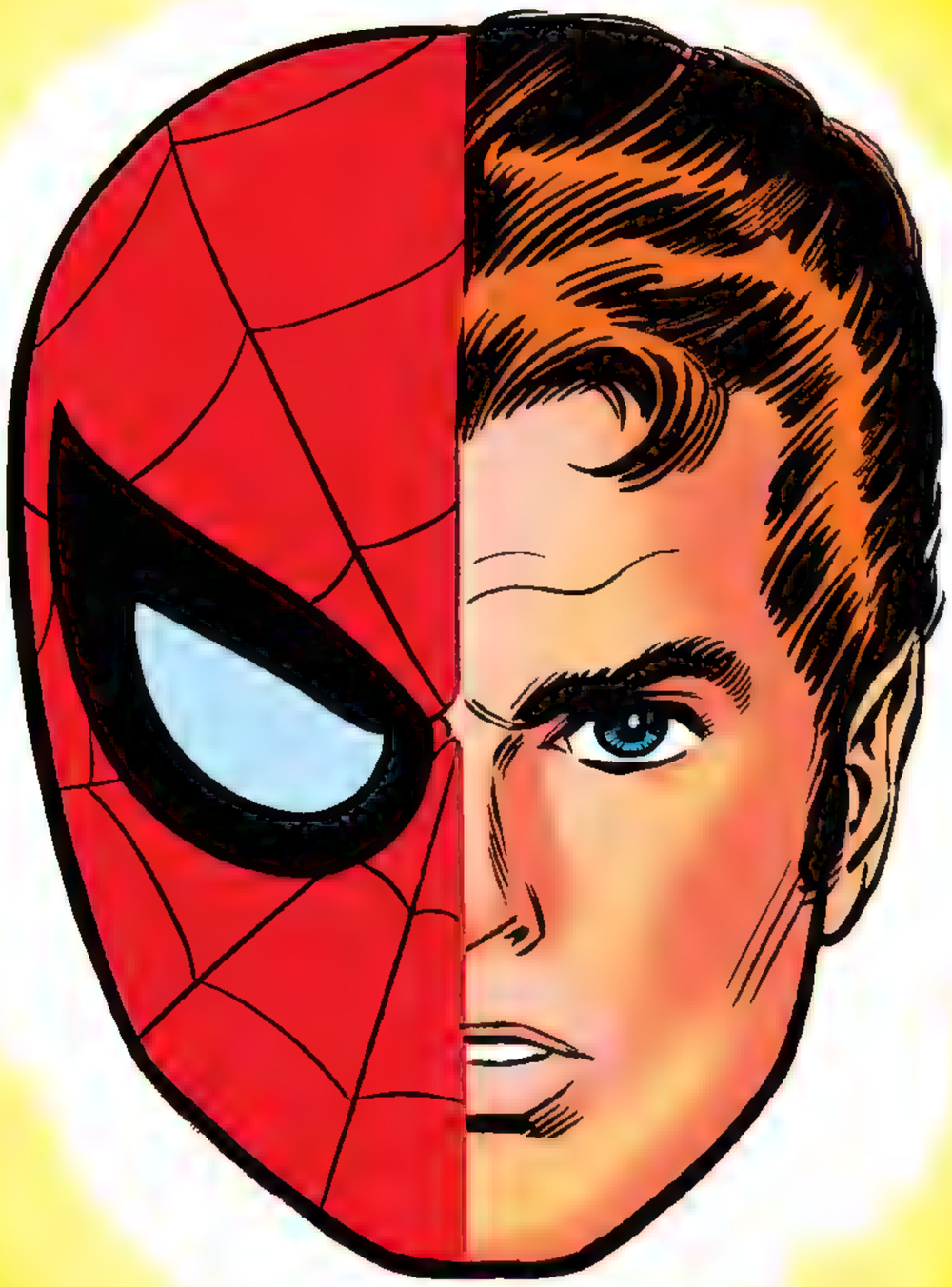


Our peerless publisher and unidentified arachnid.

Fearless *Bugle* Publisher Calls Web-Spinner A Menace To Society — Among Other Things

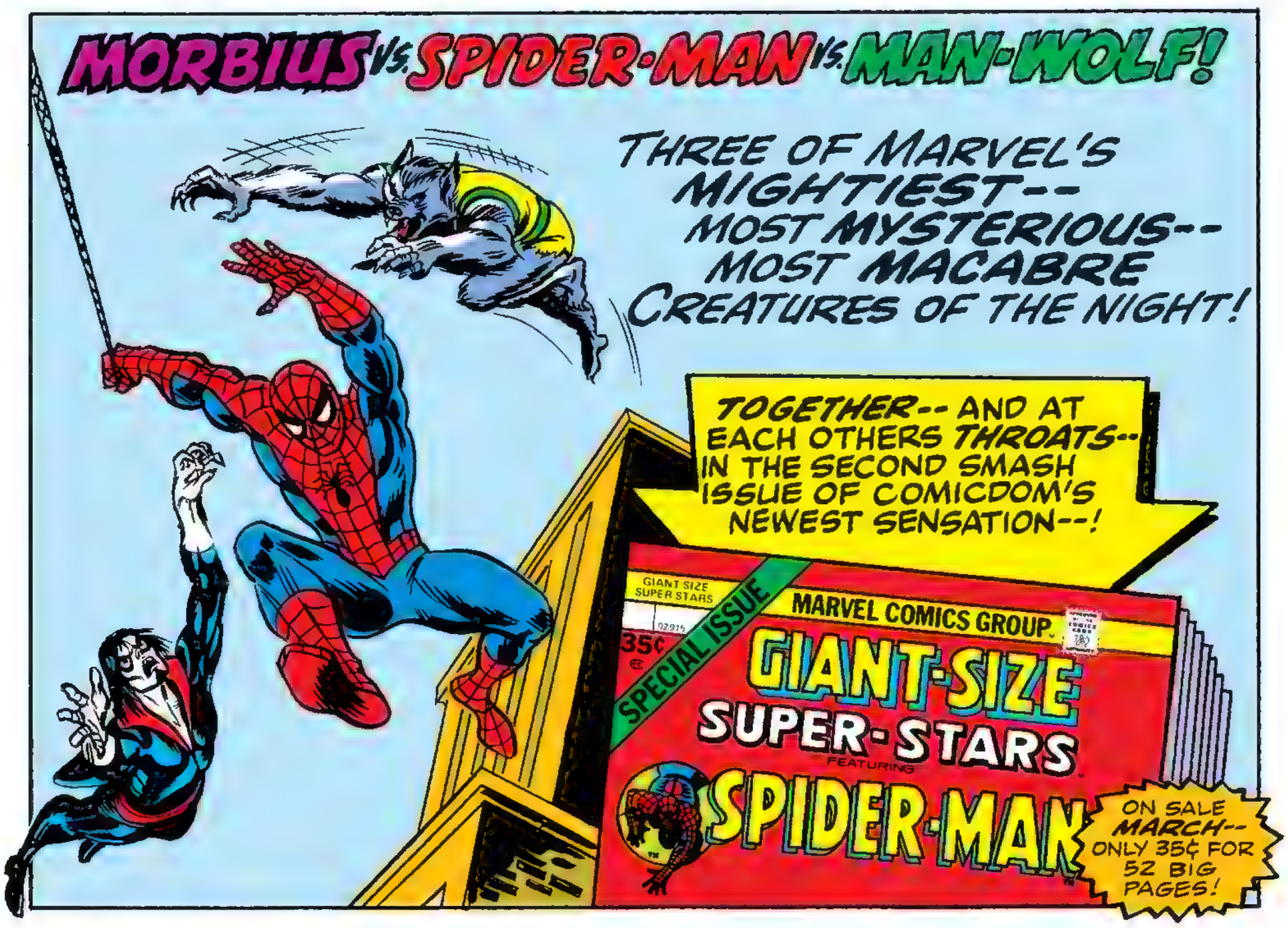
[For the full story behind *this* one, see just about *any* of the 95 pages still to come — and see 'em *right now*—!]

"With Great Power There Must Also Come--Great Responsibility."

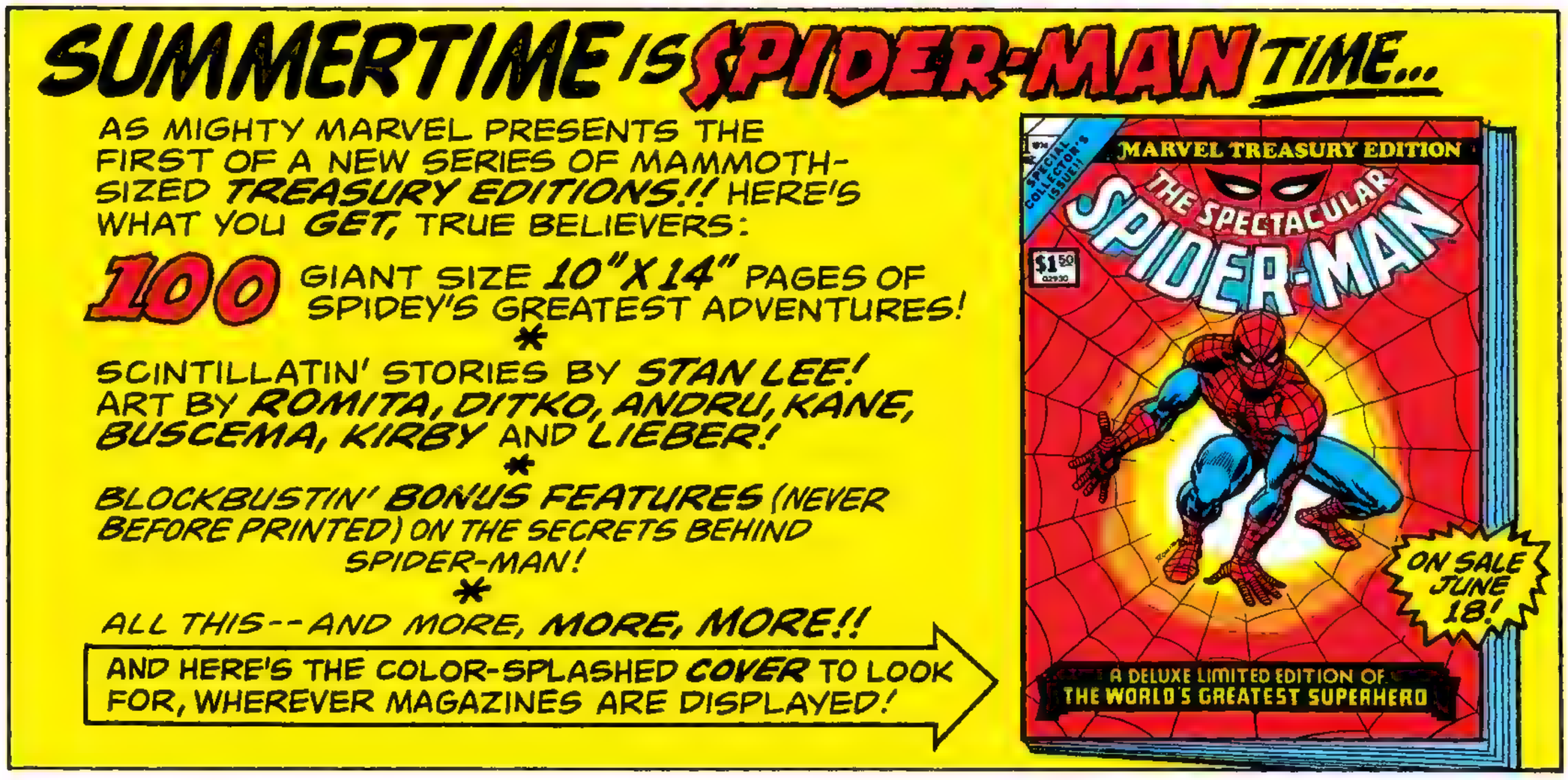


From Spider-Man's Origin
Amazing Fantasy Magazine
August, 1962

Giant-Size Super-Heroes #1 house ad from *Giant-Size Super-Stars* #1 (May 1974). Note that the ad reflects the original *Giant-Size Super-Stars* concept where the book would rotate between Fantastic Four, Spider-Man and Conan once every three issues.



Marvel Treasury Edition #1 house ad
(from September 1974 titles)



Marvel Treasury Edition #1 house ad
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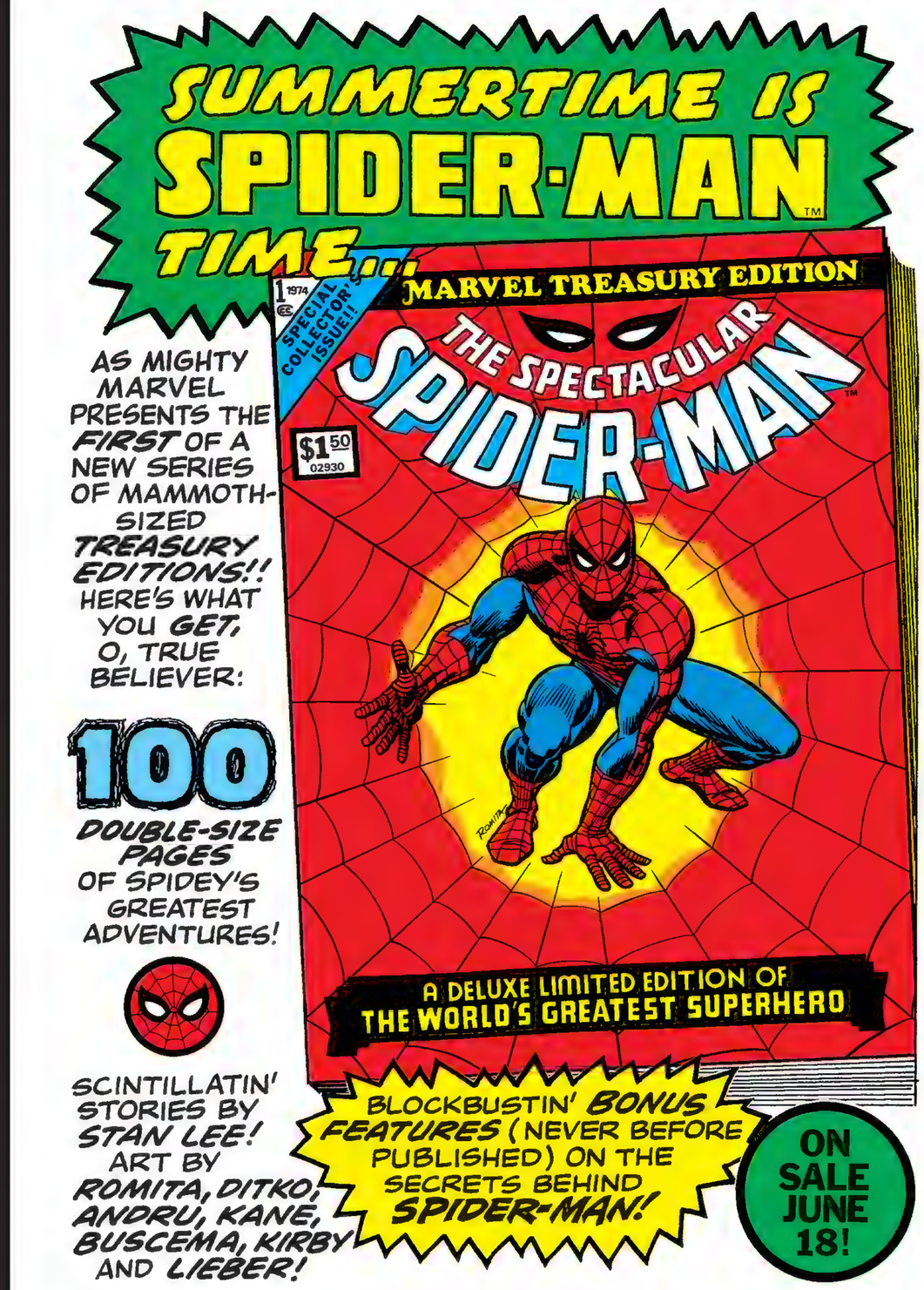

Marvel Treasury Edition #1 house ad
(from November 1974 titles)

The Amazing Spider-Man #135 cover underlay original art
by John Romita

Courtesy Heritage Auctions

The Amazing Spider-Man #136 cover original art
by John Romita

Courtesy Heritage Auctions

BIOGRAPHIES

GERRY CONWAY

In 1969, sixteen-year-old Gerry Conway was peddling short stories to DC and Marvel for their horror anthology books, and by 1976, Conway had worked his way up to the position of Marvel's Editor-in-Chief. In between, he logged a mindbogglingly prolific schedule as writer for both companies; for purposes of brevity, it might be easier to list the titles he did not write!

After establishing a pedigree with those *House of Secrets* and *Tower of Shadows* short stories, Gerry quickly latched on to a regular gig as writer of *Daredevil, Sub-Mariner, Iron Man,* and both entries in the *Amazing Adventures* anthology (Black Widow and the Inhumans.) He also began long associations with *Amazing Spider-Man* and *Thor,* picking up with the flagship Spider-Man title after Roy Thomas had left to begin his own stint as Marvel EIC, and taking the baton on *Thor* from none other than Stan Lee. He scripted both books for nearly fifty issues each, and in the process wrote some memorable tales, including one of the all-time classic Spider-Man stories, "The Death of Gwen Stacy." Cueing off his early interest in horror stories, Gerry took advantage of Marvel's burgeoning line of horror comics, co-creating *Werewolf By Night* and *Man-Thing,* as well as writing the first issue of the long-running *Tomb of Dracula.*

In 1976, he was handed the top job at Marvel, which he held for much of the year before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. the Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles like *Superboy and the Legion of Super-Heroes, World's Finest* and *Wonder Woman*. He also co-created Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman,* and continued his long-term run on *Justice League of America,* a stint that began in earnest in 1978 and would end with the dismantling of the fabled JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues consecutively. A return to Marvel in the late '80s saw Conway tackling two of the three extant Spider-Man titles: *Spectacular Spider-Man* and *Web of Spider-Man*.

During this period, Conway was slowly asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had exploded, and he left comics to pursue his new vocation, writing for shows like *Matlock, Father Dowling Mysteries, Diagnosis: Murder* and *Law & Order*. His last work in comics was in 1993, writing the Topps Kirbyverse one-shot *Night Glider*.

Currently, Conway is still active in writing and producing for television, and resides in California with his wife and their child.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became a stalwart penciler on Marvel's *Amazing Spider-Man* during the '70s, gaining a renown as one of the great Spidey pencilers that has grown steadily over the years. With a smooth, compact style that eschewed extraneous detail, Ross Andru's artistic visions were grounded in a reality that engaged the maturing medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself bouncing between Marvel and DC, always with Esposito at his side. At Marvel, he handled mainly Western comics like *Annie Oakley*, while at DC, he toiled on Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the very first appearance of the fabled war hero Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over another of Kanigher's titles, *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him telling charming stories of a mythological bent featuring Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bi-monthly title, Andru and Esposito co-created the sweet-natured heroic fantasy that featured artificially intelligent robots that reflected particular precious metals.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature,* where he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray into Spider-Man.

Over the next five years, Andru would team with writer Gerry Conway and produce milestones as the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC super-hero crossover with *Superman vs. The Amazing Spider-Man.*

As the '80s dawned, Andru returned to DC in an editorial capacity, with his art focused mainly on covers. But as the decade carried on, his pencils would grace the interiors of books like *Atari Force, Jonah Hex, Vigilante*, and *Blue Beetle*.

Andru passed away in 1993.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love.* It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man*. After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now—much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY, three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the Army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

Biographical material researched and written by John Rhett Thomas

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THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

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